Kemps Steven J Form 4 August 28, 2012

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

1. Name and Address Kemps Steven J	of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(I+)	(L.) (A)	DEAN FOODS CO [DF]			
(Last) (1	First) (Middle)	3. Date of Earliest Transaction			
2711 N. HASKELL AVENUE, SUITE 3400		(Month/Day/Year) 08/26/2012	Director 10% Owner _X Officer (give title Other (speci- below) below) EVP, General Counsel and		
(9	Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
DALLAS, TX 75204		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reportin		

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		4. Securities Acquired ransaction(A) or Disposed of (D) ode (Instr. 3, 4 and 5) instr. 8)			Beneficially (D) or Benefic Owned Indirect (I) Owners	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Commo	n 08/26/2012		M	1,200 (1)	A	\$ 0	1,400	D		
Commo	n 08/26/2012		F	438 (1)	D	\$ 16.38	962	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of Shar
Restricted Stock Units (DU004377)	\$ 0	08/26/2012		M	1,200 (1)	08/26/2009(2)	08/26/2018	Common Stock	1,2

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kemps Steven J

2711 N. HASKELL AVENUE EVP, General Counsel and

DALLAS, TX 75204

Signatures

Katherine K. Connell, Attorney
In Fact

08/28/2012

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The reporting person received a total of 1,200 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of (1) restricted stock units. A total of 438 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 762 net shares of Common Stock.
- The reporting person has received an award of restricted stock units, which is the right to receive shares of Common Stock of the Issuer in (2) the future, subject to the terms and conditions of the award agreement. The units vest annually, on a pro rata basis, over a five year period beginning on the first anniversary of the grant date, subject to certain accelerated vesting provisions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2