

Devine Martin J
 Form 4
 November 28, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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. Name and Address of Reporting Person *
 Devine Martin J

2. Issuer Name and Ticker or Trading Symbol
 DEAN FOODS CO [DF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2711 NORTH HASKELL AVENUE, SUITE 3400
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/26/2012

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Chief Operating Officer

DALLAS, TX 75204

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	11/26/2012		M		18,340	A	\$ 14.2466 36,374 D
Common Stock	11/26/2012		S		18,340	D	\$ 16.8627 18,034 D
Common Stock	11/27/2012		M		8,888	A	\$ 14.2466 26,922 D
Common Stock	11/27/2012		S		8,888	D	\$ 17 18,034 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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 of 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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy DV00811)	\$ 14.2466	11/26/2012		M	1,922	01/06/2004 ⁽²⁾ 01/06/2013	Common Stock
Incentive Stock Option (right to buy DV00816)	\$ 14.2466	11/26/2012		M	1,893	01/06/2004 ⁽²⁾ 01/06/2013	Common Stock
Non-Qualified Stock Option (right to buy DV00817)	\$ 14.2466	11/26/2012		M	10,431	01/06/2004 ⁽²⁾ 01/06/2013	Common Stock
Non-Qualified Stock Option (right to buy T0000701)	\$ 14.2466	11/26/2012		M	4,094	01/06/2004 ⁽²⁾ 01/06/2013	Common Stock
Incentive Stock Option (right to buy DF002229)	\$ 14.2466	11/27/2012		M	4,032	01/06/2004 ⁽²⁾ 01/06/2013	Common Stock
Non-Qualified Stock Option (right to buy DF002230)	\$ 14.2466	11/27/2012		M	4,856	01/06/2004 ⁽²⁾ 01/06/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

2

Edgar Filing: Devine Martin J - Form 4

Director 10% Owner Officer Other

Devine Martin J
2711 NORTH HASKELL AVENUE
SUITE 3400
DALLAS, TX 75204

Chief Operating Officer

Signatures

Katherine K. Connell,
Attorney-In-Fact

11/28/2012

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$16.8515 to \$16.8815, inclusive. The reporting person undertakes to provide to Issuer, any security holder of Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (1)
- (2) The shares of Common Stock subject to the Option vest annually, on a pro rata basis, over a three year period beginning on the first anniversary of the grant date, subject to the terms and conditions of the award agreement.

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.