DEAN FOODS CO Form 4 February 17, 2010

## FORM 4

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

OMB 323

Check this box if no longer white the STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: 3235-0287 Expires: January 31, 2005

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Estimated average burden hours per response... 0.5

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

**SECURITIES** 

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and A MUSE JOH	Symbol	· · ·				5. Relationship of Reporting Person(s) to Issuer				
	DEAN	DEAN FOODS CO [DF]				(Check all applicable)				
(Last)	(First) (M	Iiddle) 3. Date of	Earliest Tra	nsaction						
		(Month/D	ay/Year)				_X_ Director		6 Owner	
200 CRESC 1600	ENT COURT, SU	JITE 02/12/20	010				Officer (giv below)	ve title Oth below)	er (specify	
	4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
DALLAS, T	X 75201	Filed(Mon	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(C:tv)	(Stata)	7:)								
(City)	(State) (	Zip) Tabl	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securi onAcquirec Disposec (Instr. 3,	d (A) o	))	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)	
Common Stock	02/13/2010		M	1,235 (1)	A	\$0	344,629	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)

#### Edgar Filing: DEAN FOODS CO - Form 4

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 Disposed (Instr. 3, 5)	re s (A) or of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified StockOption (right to buy)	\$ 14.56	02/12/2010		A	8,851		02/12/2010(2)	02/12/2020	Common Stock
Restricted Stock Units	\$ 0	02/12/2010		A	3,001		02/12/2011(3)	02/12/2020	Common Stock
Restricted Stock Units (DU004393)	\$ 0	02/13/2010		M		1,235	02/13/2010(3)	02/13/2019	Common Stock

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
<b>FG</b>	Director	10% Owner	Officer	Other		
MUSE JOHN R 200 CRESCENT COURT, SUITE 1600 DALLAS, TX 75201	X					

# **Signatures**

Marilyn M. Miville, Attorney-In-Fact

\*\*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).
- (1) The reporting person received a total of 1,235 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units.
- (2) The options are fully vested and immediately exercisable upon grant.
- 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 (3) the future, subject to the terms and conditions of the award agreement. The restricted stock units vest annually, on a pro rata basis, over a three year period beginning on the first anniversary of the grant date.

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