**DEAN FOODS CO** Form 4

February 15, 2011

# FORM 4

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

**OMB** 3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

2. Issuer Name and Ticker or Trading

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* MUSE JOHN R

Symbol

5. Relationship of Reporting Person(s) to Issuer

DEAN FOODS CO [DF]

(Check all applicable)

(Last) (First) (Middle)

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

\_X\_\_ Director 10% Owner Other (specify Officer (give title

200 CRESCENT COURT, SUITE

(Street)

1600

4. If Amendment, Date Original

Filed(Month/Day/Year)

02/12/2011

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

DALLAS, TX 75201

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative	Secur	ities A	cquired, Disposed	l of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)		<b>)</b> )	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common			Code V	Amount 1,001	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Stock	02/12/2011		M	(1)	A	\$ 0	394,579	D	
Common Stock	02/13/2011		M	1,235 (1)	A	\$ 0	395,814	D	
Common Stock							2,550	I	by Spouse.
Common Stock							2,000	I	by minor children sharing household.

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

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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. Transactic Code (Instr. 8)	Secur Acqu (A) or Dispo	rities ired rosed of . 3, 4,	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 (DU005569)	\$ 0	02/12/2011		M		1,001 (1)	02/12/2011(3)	02/12/2020	Common Stock	1,0 <u>(</u>
Restricted Stock Units (DU004393)	\$ 0	02/13/2011		M		1,235 (1)	02/13/2010(3)	02/13/2019	Common Stock	1,2 <u>(</u>

# **Reporting Owners**

Reporting Owner Name / Address	Keiationsinps						
	Director	10% Owner	Officer	Other			

MUSE JOHN R 200 CRESCENT COURT, SUITE 1600 X DALLAS, TX 75201

## **Signatures**

Richard Stephens, 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 2,236 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units.
- (2) The reporting person disclaims beneficial ownership of all shares not directly owned by him.

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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.