Mara Shaun Form 4 February 22, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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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

1(b).

Stock

(Print or Type Responses)

1. Name and A Mara Shaur	Symbo	2. Issuer Name and Ticker or Trading Symbol DEAN FOODS CO [DF]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
_,	(First) (1) TH HASKELL SUITE 3400		of Earliest T //Day/Year) /2012	ransaction			DirectorX Officer (give below)	10%	Owner er (specify
DALLAS,	(Street) ΓΧ 75204		mendment, D Ionth/Day/Yea		1		6. Individual or Jo Applicable Line) _X_ Form filed by 0 Form filed by N Person	•	rson
(City)	(State)	(Zip) Ta	ble I - Non-l	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, is any (Month/Day/Year	Code	4. Securit or(A) or Di (Instr. 3,	sposed	of (D)	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	02/18/2012		Code V M	Amount 13,803 (1)	(D)	Price \$ 0	20,183	D	
Common	02/18/2012		F	3,834	D	\$ 12.07	16,349	D	

(1)

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

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12.07

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

De Se	Title of erivative ecurity nstr. 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. Transacti Code (Instr. 8)	5. Number of Derivative Securities (A) or Dis (D) (Instr. 3, 4)	Acquired sposed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title a Underlyi (Instr. 3 a
					Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
St	on-Qualified tock Option ight to buy)	\$ 12.07	02/17/2012		A	78,920		02/17/2013(2)	02/17/2022	Comm Stock
	estricted tock Units	\$ 0	02/17/2012		A	55,402		02/17/2013(3)	02/17/2022	Comm
St	estricted tock Units DU005622)	\$ 0	02/18/2012		M		11,215 (1)	02/18/2012(3)	02/18/2021	Comm Stock
St	estricted tock Units DU005658)	\$ 0	02/18/2012		M		2,588 (1)	02/18/2012(3)	02/18/2021	Comm Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Mara Shaun 2711 NORTH HASKELL AVENUE SUITE 3400 DALLAS, TX 75204			Executive Vice President				

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).
- The reporting person received a total of 13,803 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of (1) restricted stock units. A total of 3,834 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 9,969 net shares of Common Stock.
- (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.

(3)

Reporting Owners 2

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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 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.