

DEAN FOODS CO
Form 4
February 17, 2016

FORM 4

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

OMB APPROVAL

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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 *
Murphy Brian

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

DALLAS, TX 75204

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
SVP, Chief Information Officer

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/13/2016		M	V	3,360 (1)	A \$ 0	11,120.7 D
Common Stock	02/13/2016		F		1,098 (1)	D \$ 20.67	10,022.7 D
Common Stock	02/16/2016		M		5,069 (2)	A \$ 0	15,091.7 D
Common Stock	02/16/2016		F		1,373 (2)	D \$ 20.96	13,718.7 D

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

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(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 Amount of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Units (DU005767) (3)	\$ 0	02/13/2016		M	3,360 (1)	02/13/2015 ⁽⁴⁾ 02/13/2024	Common Stock	3,360
Restricted Stock Units (DU005822) (3)	\$ 0	02/16/2016		M	5,069 (2)	02/16/2016 ⁽⁴⁾ 02/16/2025	Common Stock	5,069

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murphy Brian 2711 NORTH HASKELL AVENUE SUITE 3400 DALLAS, TX 75204			SVP, Chief Information Officer	

Signatures

Kay F. Stockler
Attorney-in-Fact
02/17/2016

__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)

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The Reporting Person received a total of 3,360 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units (RSUs). A total of 1,098 shares were surrendered to satisfy tax obligations of the Reporting Person, resulting in the issuance of a total of 2,262 net shares of Common Stock.

- (2) The Reporting Person received a total of 5,069 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of RSUs. A total of 1,373 shares were surrendered to satisfy tax obligations of the Reporting Person, resulting in the issuance of a total of 3,696 net shares of Common Stock.
- (3) The Reporting Person previously received an award of RSUs, which represents the right to receive shares of Common Stock of the Issuer in the future, subject to the terms and conditions of the related award agreement.
- (4) This RSU award vests annually, on a pro rata basis, over a 3-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.

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