Edgar Filing: DEAN FOODS CO - Form 4

DEAN FOODS	CO											
Form 4												
October 02, 2012	2											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION										OMB APPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287				
Check this bo if no longer subject to Section 16. Form 4 or Form 5 obligations	STATEM Filed purs	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								Expires:January 312005Estimated averageburden hours perresponse0.5		
may continue. See Instruction 1(b).	•		of the Inv	•	•	- ·			n			
(Print or Type Respo	onses)											
1. Name and Address of Reporting Person <u></u> HARDIN JOSEPH S JR			2. Issuer Name and Ticker or Trading Symbol DEAN FOODS CO [DF]				g	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) 820 PICACHO	· · · ·	(Month/Da			nsaction			Officer (give title Other (specify below) below)				
				ndment, Dat h/Day/Year)	e Original			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State) (Z	Zip)	Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned		
	an		med on Date, if Day/Year)	3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)				Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
				Code V		(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)				
Common 09 Stock 09	9/30/2012			А	3,666 (1)	А	\$0	248,763 <u>(2)</u>	D			
Common Stock								3,150	I	by Trusts. (3)		

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
HARDIN JOSEPH S JR 820 PICACHO LANE SANTA BARBARA, CA 93108	Х						
Signatures							
Katherine K. Connell, Attorney-In-Fact		10/02/201	2				
<u>**</u> 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).

These are shares of restricted stock issued in payment of fees owed for services as an independent director. All such shares are subject to(1) vesting in three equal increments, with the first vesting occurring as of the date the shares were issued and then annually thereafter, however, voting and dividend rights attach immediately on the entire number of shares issued.

- (2) Includes 8,876 shares of common stock from restricted stock units that have vested, and the reporting person has elected to defer receipt until he is no longer a member of the Issuer's Board of Directors.
- (3) The reporting person is the trustee and disclaims all beneficial interest except to the extent of his pecuniary interest in the trusts, if any. The reporting person's sister and the reporting person's children are the beneficiaries of the trusts.

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.