

Tanner Gregg A
 Form 4
 November 05, 2012

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 *
 Tanner Gregg A

(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)
 11/01/2012

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)
 Chief Executive 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	11/01/2012		M		58,000 (1) A \$ 0	145,601	D
Common Stock	11/01/2012		F		21,144 (1) D \$ 16.72	124,457	D
Common Stock	11/03/2012		M		4,422 (2) A \$ 0	128,879	D
Common Stock	11/03/2012		F		1,612 (2) D \$ 16.5	127,267	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)	Amount or Number of	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of
Restricted Stock Units (DU003946)	\$ 0	11/01/2012		M	5,000 (1)	11/01/2012 ⁽³⁾ 12/17/2017	Common Stock	5	
Restricted Stock Units (DU004385)	\$ 0	11/01/2012		M	5,000 (1)	11/01/2012 ⁽³⁾ 12/01/2018	Common Stock	5	
Restricted Stock Units (DU004963)	\$ 0	11/01/2012		M	5,000 (1)	11/01/2012 ⁽³⁾ 12/01/2019	Common Stock	5	
Restricted Stock Units (DU005605)	\$ 0	11/01/2012		M	5,000 (1)	11/01/2012 ⁽³⁾ 12/01/2020	Common Stock	5	
Restricted Stock Units (DU005606)	\$ 0	11/01/2012		M	25,000 (1)	11/01/2012 ⁽³⁾ 12/01/2020	Common Stock	25	
Restricted Stock Units (DU005663)	\$ 0	11/01/2012		M	5,000 (1)	11/01/2012 ⁽³⁾ 12/01/2021	Common Stock	5	
Restricted Stock Units (DU005664)	\$ 0	11/01/2012		M	8,000 (1)	11/01/2012 ⁽³⁾ 12/01/2021	Common Stock	8	
Restricted Stock Units (DU004954)	\$ 0	11/03/2012		M	4,422 (2)	11/03/2011 ⁽⁴⁾ 11/03/2019	Common Stock	4	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tanner Gregg A 2711 NORTH HASKELL AVENUE, SUITE 3400 DALLAS, TX 75204			Chief Executive Officer	

Signatures

Katherine K. Connell,
Attorney-in-Fact

11/05/2012

__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 58,000 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units. A total of 21,144 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 36,856 net shares of Common Stock.

(2) The reporting person received a total of 4,422 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units. A total of 1,612 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 2,810 net shares of Common Stock.

(3) The reporting person received an award of restricted stock units, which is a right to receive shares of Common Stock of the Issuer in the future, subject to the terms and conditions of the award agreement. The units vested in full on November 1, 2012.

(4) The reporting person 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 units have three year terms, vesting in two equal installments on each of the second and third anniversaries 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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