

Gonzalez Rachel A
 Form 4
 December 06, 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 *
 Gonzalez Rachel 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)
 12/04/2012

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)
 Executive Vice President and

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	12/04/2012		M	V	9,656 (1)	\$ 14.56	13,474 D
Common Stock	12/04/2012		F		8,580 (1)	\$ 17.16	4,894 D
Common Stock	12/04/2012		M		6,829 (2)	\$ 10.35	11,723 D
Common Stock	12/04/2012		F		4,836 (2)	\$ 17.16	6,887 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 Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy-DF007122)	\$ 14.56	12/04/2012		M	9,656	Date Exercisable: 02/12/2011 ⁽³⁾ Expiration Date: 02/12/2020	Common Stock
Non-Qualified Stock Option (right to buy-DF007306)	\$ 10.35	12/04/2012		M	6,829	Date Exercisable: 02/18/2012 ⁽³⁾ Expiration Date: 02/18/2021	Common Stock

Reporting Owners

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

Signatures

Carman M. Callahan,
Attorney-in-Fact

12/06/2012

**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 exercised options totalling 9,656 shares of Common Stock of the Issuer. A total of 8,580 shares were surrendered to satisfy the exercise price of such options and taxes associated with such exercise, resulting in the issuance of a total of 1,076 net shares of

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Common Stock.

- The reporting person exercised options totalling 6,829 shares of Common Stock of the Issuer. A total of 4,836 shares were surrendered to
- (2) satisfy the exercise price of such options and taxes associated with such exercise, resulting in the issuance of a total of 1,993 net shares of Common Stock.
 - (3) 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.

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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