

DEAN FOODS CO
Form 3
August 11, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â MCCUTCHEON S. CRAIG		(Month/Day/Year)	DEAN FOODS CO [DF]	
(Last)	(First)	(Middle)	08/01/2014	
2711 NORTH HASKELL AVENUE,Â SUITE 3400			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
DALLAS,Â TXÂ 75204			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			SVP - Logistics	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Non-Qualified Stock Option (right to buy) DF704629	Â <u>(1)</u>	01/13/2016	Common Stock	1,848	\$ 22.22	D	Â	
Non-Qualified Stock Option (right to buy) VF702712	Â <u>(1)</u>	01/13/2016	Common Stock	867	\$ 22.22	D	Â	
Non-Qualified Stock Option (right to buy) DF700020	Â <u>(1)</u>	02/12/2017	Common Stock	2,887	\$ 26.06	D	Â	
Non-Qualified Stock Option (right to buy) DF705493	Â <u>(1)</u>	02/12/2017	Common Stock	2,310	\$ 26.06	D	Â	
Non-Qualified Stock Option (right to buy) VF702713	Â <u>(1)</u>	02/12/2017	Common Stock	1,356	\$ 26.06	D	Â	
Non-Qualified Stock Option (right to buy) VF702714	Â <u>(1)</u>	02/12/2017	Common Stock	1,084	\$ 26.06	D	Â	
Non-Qualified Stock Option (right to buy) DF706084	Â <u>(1)</u>	01/15/2018	Common Stock	1,617	\$ 21.96	D	Â	
Non-Qualified Stock Option (right to buy) DF706504	Â <u>(1)</u>	10/01/2018	Common Stock	5,775	\$ 21.14	D	Â	
Phantom Stock Award DP700671 <u>(2)</u>		02/17/2015	02/17/2022	Common Stock	2,666	\$ 0	D	Â
Phantom Stock Award DP701206 <u>(2)</u>	Â <u>(3)</u>		02/15/2023	Common Stock	4,870	\$ 0	D	Â
Phantom Stock Award DP001528 <u>(2)</u>	Â <u>(4)</u>		02/13/2024	Common Stock	6,264	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCUTCHEON S. CRAIG 2711 NORTH HASKELL AVENUE SUITE 3400 DALLAS, TX 75204	Â	Â	Â SVP - Logistics	Â

Signatures

Kay F. Stockler,
Attorney-in-Fact

08/11/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) This option award is fully vested.
- (2) Each unit of phantom stock is the economic equivalent of one share of Common Stock of the Issuer. Vesting of the award is subject to the terms and conditions of the award agreement. At settlement, the Reporting Person will receive the cash value of the unit.
- (3) This award vests annually, on a pro rata basis, over a 3-year period. The first tranche vested 2/15/2014; the second and third tranches vest on 2/15/2015 and 2/15/2016, respectively.
- (4) This award vests annually, on a pro rata basis, over a 3-year period beginning on 02/13/2015.

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.