

DEAN FOODS CO
Form 4
February 18, 2015

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WARMBIER KIMBERLY

(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)

02/13/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP & Chief HR Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	02/13/2015		M		4,801 (1)	\$ 0	15,225 D
Common Stock	02/13/2015		F		1,370 (1)	\$ 16.19	13,855 D
Common Stock	02/15/2015		M		4,870 (2)	\$ 0	18,725 D
Common Stock	02/15/2015		F		1,316 (2)	\$ 16.19	17,409 D

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

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SEC 1474
(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)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units (DU005762) (3)	\$ 0	02/13/2015		M			4,801 (1)	02/13/2015 ⁽⁴⁾	02/13/2024	Common Stock
Restricted Stock Units (DU705738) (3)	\$ 0	02/15/2015		M			4,870 (2)	02/15/2014 ⁽⁴⁾	02/15/2023	Common Stock
Restricted Stock Units (3)	\$ 0	02/16/2015		A		14,007		02/16/2016 ⁽⁴⁾	02/16/2025	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WARMBIER KIMBERLY 2711 NORTH HASKELL AVENUE, SUITE 3400 DALLAS, TX 75204	EVP & Chief HR Officer

Signatures

Kay F. Stockler,
Attorney-in-Fact 02/18/2015

__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 4,801 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units. A total of 1,370 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance

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of a total of 3,431 net shares of Common Stock.

- The reporting person received a total of 4,870 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of
- (2) restricted stock units. A total of 1,316 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 3,554 net shares of Common Stock.
 - (3) 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.
 - (4) The restricted stock units vest annually, on a pro rata basis, over a three year period beginning on the first anniversary date of the grant.

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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