DEAN FOODS CO Form 4 July 02, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

> January 31, 2005

> > 0.5

Estimated average burden hours per

Expires:

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Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HILL JANET

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(First) (Last)

3. Date of Earliest Transaction

06/30/2010

(Middle)

(Zip)

(Check all applicable)

(Street)

(State)

(Month/Day/Year)

DEAN FOODS CO [DF]

X_ Director 10% Owner Officer (give title Other (specify

ALEXANDER & ASSOCIATES, 400 C STREET,

N.E.

(City)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

WASHINGTON, DC 20002

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership 7. Nature of Securities Beneficially (D) or Owned Following (Instr. 4) Reported

Form: Direct Indirect Beneficial Ownership Indirect (I) (Instr. 4)

(A) or

(Instr. 3 and 4) Price

Code V Amount (D)

Common 06/30/2010 Stock

1,700 M \$0 (1)

 $26,345 \stackrel{(2)}{=}$

Transaction(s)

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

(Month/Day/Year)

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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)	Deriv Secu Acqu (A) o Dispo	or osed () r. 3, 4,	Expiration Date e (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Restricted Stock Units (DU003930)	\$ 0	06/30/2010		M		850	06/30/2008(3)	06/29/2017	Common Stock	850
Restricted Stock Units (DU004363)	\$ 0	06/30/2010		M		850	06/30/2009(3)	06/30/2018	Common Stock	850

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
HILL JANET ALEXANDER & ASSOCIATES 400 C STREET, N.E. WASHINGTON, DC 20002	X						

Signatures

Katherine K. Connell, Attorney-In-Fact 07/02/2009

**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 1,700 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units.
- (2) The Amount of Securities Beneficially Owned Following Reported Transaction(s) has been adjusted down three shares, due to incorrect reporting of initial holdings on January 7, 2002, and subsequent split adjustments.
- The reporting person has received an award of restricted stock units which is the right to receive shares of Common Stock of the Issuer in (3) the future, subject to the terms and conditions of the award agreement. 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. 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.

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