

ENGLES GREGG L
Form 4
August 10, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
ENGLES GREGG L

2. Issuer Name and Ticker or Trading Symbol
DEAN FOODS CO [DF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2711 NORTH HASKELL AVENUE, SUITE 3400
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/08/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board and

DALLAS, TX 75204

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	08/08/2012		M		950,101 (1) \$ 14.2466	A	3,667,968 D
Common Stock	08/08/2012		F		838,907 (1) \$ 17.46	D	2,829,061 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)

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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 (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy-DF002188)	\$ 14.2466	08/08/2012		M	604,968 (1)	01/06/2004(2)	01/06/2013	Common Stock
Non-Qualified Stock Option (right to buy-DV000987)	\$ 14.2466	08/08/2012		M	284,032 (1)	01/06/2004(2)	01/06/2013	Common Stock
Non-Qualified Stock Option (right to buy-T0000656)	\$ 14.2466	08/08/2012		M	40,836 (1)	01/06/2004(2)	01/06/2013	Common Stock
Non-Qualified Stock Option (right to buy-DV000992)	\$ 14.2466	08/08/2012		M	19,173 (1)	01/06/2004(2)	01/06/2013	Common Stock
Incentive Stock Option (right to buy-T0003517)	\$ 14.2466	08/08/2012		M	743 (1)	01/06/2004(2)	01/06/2013	Common Stock
Incentive Stock Option (right to buy-DV000983)	\$ 14.2466	08/08/2012		M	349 (1)	01/06/2004(2)	01/06/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ENGLES GREGG L 2711 NORTH HASKELL AVENUE SUITE 3400 DALLAS, TX 75204	X		Chairman of the Board and	

Signatures

Katherine K. Connell, Attorney
In Fact

08/10/2012

__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).

- The reporting person exercised options totalling 950,101 shares of Common Stock of the Issuer. A total of 838,907 shares were
- (1) surrendered to satisfy the exercise price of such options and taxes associated with such exercise, resulting in the issuance of a total of 111,194 net shares of Common Stock.
 - (2) The shares of common stock subject to the Option vest ratably in three equal increments commencing on the first anniversary 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. 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.