

BERNARD DAVID

Form 4

March 05, 2019

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 *
BERNARD DAVID

(Last) (First) (Middle)

2711 N HASKELL AVENUE STE
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)
03/01/2019

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)

SVP, Chief Information 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)
Common Stock	03/01/2019		M	(A) or (D) Amount (1) 6,169 Price \$ 0	7,776.8	D	
Common Stock	03/01/2019		M	(2) 12,528 A \$ 0	20,304.8	D	
Common Stock	03/01/2019		F	(1) (2) 5,545 D \$ 3.93	14,759.8	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)

number.

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ⁽³⁾ ⁽⁴⁾	\$ 0	03/01/2019		M		6,169 ⁽¹⁾		⁽³⁾	⁽³⁾	Common Stock	6,169 ⁽¹⁾
Restricted Stock Units ⁽³⁾ ⁽⁴⁾	\$ 0	03/01/2019		M		12,528 ⁽²⁾		⁽³⁾	⁽³⁾	Common Stock	12,528 ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERNARD DAVID 2711 N HASKELL AVENUE STE 3400 DALLAS, TX 75204			SVP, Chief Information Officer	

Signatures

Kay F. Stockler
Attorney-in-Fact
03/05/2019

__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 received a total of 6,169 shares of Common Stock of the Issuer pursuant to the vesting of restricted stock units (RSUs). A total of 1,830 shares were surrendered to satisfy tax obligations of the Reporting Person, resulting in the issuance of a total of 4,339 net shares of Common Stock.

The Reporting Person received a total of 12,528 shares of Common Stock of the Issuer pursuant to the vesting of restricted stock units (RSUs). A total of 3,715 shares were surrendered to satisfy tax obligations of the Reporting Person, resulting in the issuance of a total of 8,813 net shares of Common Stock.

(3) These RSUs were awarded on 3/1/2018. The award vests annually, on a pro rata basis, over a 3-year period.

(4) RSUs convert into common stock on a one-for-one basis.

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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