DEAN FOODS CO Form 4

February 22, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287 Number:

OMB APPROVAL

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

Common

Stock

1. Name and Address of Reporting Person * TURNER JIM L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(First) (Middle) DEAN FOODS CO [DF] 3. Date of Earliest Transaction

(Month/Day/Year) 02/17/2012

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

6. Individual or Joint/Group Filing(Check

(Check all applicable)

JLT BEVERAGES L.P., 5950 SHERRY LANE STE 370

(Street)

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

3.

Applicable Line)

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

below)

DALLAS, TX 75225

(City) (State) (Zip)

02/18/2012

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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

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

4. Securities

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

D

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

(1)

1,898 M \$0 307,995

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

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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. Transaction Code (Instr. 8)	5. Number on Derivative Securities Acquired (Disposed of (Instr. 3, 4,	A) or of (D)			7. Title and Underlying (Instr. 3 ar
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified StockOption (right to buy)	\$ 12.07	02/17/2012		A	14,469		02/17/2012(2)	02/17/2022	Commo
Restricted Stock Units	\$ 0	02/17/2012		A	5,078		02/17/2013(3)	02/17/2022	Commo Stock
Restricted Stock Units (DU00)	\$ 0	02/18/2012		M		1,898 (1)	02/18/2012(3)	02/18/2021	Commo Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
rr a g a m a m a m a m a m	Director	10% Owner	Officer	Other		
TURNER JIM L JLT BEVERAGES L.P. 5950 SHERRY LANE STE 370 DALLAS, TX 75225	X					

Signatures

Katherine K. Connell, Attorney-In-Fact

**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 1,898 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units.
- (2) The options are fully vested and immediately exercisable upon grant.
- 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 the future, subject to the terms and conditions of the award agreement. The units vest annually, on a pro rata basis, over a three year period beginning on the first anniversary of the grant date, subject to certain accelerated vesting provisions.

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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