

CASHAW BRAD
Form 4
March 05, 2019

FORM 4

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

OMB APPROVAL

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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 *
CASHAW BRAD

(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)
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
 Officer (give title below) _____ Other (specify below)
EVP, Supply Chain

6. Individual or Joint/Group Filing(Check Applicable Line)
 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	03/01/2019		M		10,915 (1) A \$ 0 30,942	D	
Common Stock	03/01/2019		M		15,565 (2) A \$ 0 46,507	D	
Common Stock	03/01/2019		F		7,083 (1) (2) D \$ 3.93 39,424	D	

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)

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. Amount or Number of Shares
Restricted Stock Units ⁽³⁾ ₍₄₎	\$ 0	03/01/2019		M	10,915 ⁽¹⁾	⁽³⁾ ₍₃₎	Common Stock	10,915 ⁽¹⁾
Restricted Stock Units ⁽³⁾ ₍₄₎	\$ 0	03/01/2019		M	15,565 ⁽²⁾	⁽³⁾ ₍₃₎	Common Stock	15,565 ⁽²⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CASHAW BRAD 2711 NORTH HASKELL AVENUE SUITE 3400 DALLAS, TX 75204			EVP, Supply Chain	

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 10,915 shares of Common Stock of the Issuer pursuant to the vesting of restricted stock units (RSUs). A total of 3,237 shares were surrendered to satisfy tax obligations of the Reporting Person, resulting in the issuance of a total of 7,678 net shares of Common Stock.

The Reporting Person received a total of 15,565 shares of Common Stock of the Issuer pursuant to the vesting of restricted stock units (RSUs). A total of 3,846 shares were surrendered to satisfy tax obligations of the Reporting Person, resulting in the issuance of a total of 11,719 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.

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