

BERNARD DAVID
Form 4
March 05, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
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
 Officer (give title below) Other (specify below)

SVP, Chief Information Officer

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

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

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. I De Sec (In	
				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 <u>(1)</u>	<u>(3)</u>	<u>(3)</u>	Common Stock	6,169 <u>(1)</u>
Restricted Stock Units ⁽³⁾ ⁽⁴⁾	\$ 0	03/01/2019		M	12,528 <u>(2)</u>	<u>(3)</u>	<u>(3)</u>	Common Stock	12,528 <u>(2)</u>

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).

(1) 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.

(2) 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.

Edgar Filing: BERNARD DAVID - Form 4

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.