

DEAN FOODS CO
Form 4
October 02, 2007

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 *
BERNON ALAN J

(Last) (First) (Middle)

2515 MCKINNEY AVENUE,
SUITE 1200

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/28/2007

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)

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V		Price

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

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SEC 1474
(9-02)

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)

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	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
				Code	V (A) (D)			
Non-Qualified Stock Option (right to buy-DF004888)	\$ 25.6821					01/13/2007 ⁽¹⁾	01/13/2016	Common Stock
Non-Qualified Stock Option (right to buy-DV000251)	\$ 25.6821					01/13/2007 ⁽¹⁾	01/13/2016	Common Stock
Incentive Stock Option (right to buy-DF004887)	\$ 25.6821					01/13/2007 ⁽¹⁾	01/13/2016	Common Stock
Incentive Stock Option (right to buy-DV004462)	\$ 25.6821					01/13/2007 ⁽¹⁾	01/13/2016	Common Stock
Non-Qualified Stock Option (right to buy-DF005345)	\$ 30.1121					02/12/2008 ⁽¹⁾	02/12/2017	Common Stock
Non-Qualified Stock Option (right to buy-DV000250)	\$ 30.1121					02/12/2008 ⁽¹⁾	01/12/2017	Common Stock
Incentive Stock Option (right to buy-DF005340)	\$ 30.1121					02/12/2008 ⁽¹⁾	02/12/2017	Common Stock
Incentive Stock Option (right to buy-DV000263)	\$ 30.1121					02/12/2008 ⁽¹⁾	02/12/2017	Common Stock
Restricted Stock Units (DU000424)	\$ 0	09/28/2007		M	13,333	09/19/2006 ⁽²⁾	09/19/2015	Common Stock
Restricted Stock Units (DV005410)	\$ 0	09/28/2007		M	6,260	09/19/2006 ⁽²⁾	09/19/2015	Common Stock
Restricted Stock Units (DU003750)	\$ 0	09/28/2007		M	50,000	01/13/2007 ⁽²⁾	01/13/2016	Common Stock
	\$ 0	09/28/2007		M	23,475	01/13/2007 ⁽²⁾	01/13/2016	

Restricted Stock
Units
(DV005426)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERNON ALAN J 2515 MCKINNEY AVENUE, SUITE 1200 DALLAS, TX 75201	X			

Signatures

Alan J. Bernon	10/02/2007
**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 shares of common stock subject to the Option became fully vested on September 28, 2007, pursuant to a separation agreement between Mr. Bernon and the Issuer. Mr. Bernon will continue his role as a director for the Issuer.
- (2) The Restricted Stock Units vested on September 28, 2007, pursuant to a separation agreement between Mr. Bernon and the Issuer.

Remarks:

SECOND OF TWO (2) FORM 4s FILED ON SAME 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.