

DEAN FOODS CO  
Form 4  
November 16, 2007

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
BERNON ALAN J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
4301 BELCLAIRE AVENUE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/15/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)

DALLAS, TX 75205

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

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/15/2007		M		23,368 A \$ 18.3014	1,193,174.1354	D
Common Stock	11/15/2007		M		10,971 A \$ 18.3014	1,204,145.1354	D
Common Stock	11/15/2007		M		321 A \$ 18.3014	1,204,466.1354	D
Common Stock	11/15/2007		M		151 A \$ 18.3014	1,204,617.1354	D
Common Stock	11/15/2007		M		4,306 A \$ 18.3014	1,208,923.1354	D
Common Stock	11/15/2007		M		2,022 A \$	1,210,945.1354	D

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Stock					18.3014		
Common Stock	11/15/2007		M	1,975	A	\$ 18.3014	1,212,920.1354 D
Common Stock	11/15/2007		M	1,473	A	\$ 18.3014	1,214,393.1354 D
Common Stock	11/15/2007		M	322	A	\$ 18.3014	1,214,715.1354 D
Common Stock	11/15/2007		M	151	A	\$ 18.3014	1,214,866.1354 D

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

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(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 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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy-T0000354)	\$ 11.6934					01/14/2003 <sup>(1)</sup>	01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy-DV000254)	\$ 11.6934					01/14/2003 <sup>(1)</sup>	01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy-T0000616)	\$ 11.6934					01/14/2003 <sup>(1)</sup>	01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy-DV000259)	\$ 11.6934					01/14/2003 <sup>(1)</sup>	01/14/2012	Common Stock

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Non-Qualified Stock Option (right to buy-T0000355)	\$ 11.6934	01/14/2003 <sup>(1)</sup>	01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy-DV000257)	\$ 11.6934	01/14/2003 <sup>(1)</sup>	01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy-T0000604)	\$ 11.6934	01/14/2003 <sup>(1)</sup>	01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy-DV000264)	\$ 11.6934	01/14/2003 <sup>(1)</sup>	01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy-DF002200)	\$ 14.2466	01/06/2004 <sup>(1)</sup>	01/06/2013	Common Stock
Non-Qualified Stock Option (right to buy-DV000256)	\$ 14.2466	01/06/2004 <sup>(1)</sup>	01/06/2013	Common Stock
Non-Qualified Stock Option (right to buy-T0000606)	\$ 14.2466	01/06/2004 <sup>(1)</sup>	01/06/2013	Common Stock
Non-Qualified Stock Option (right to buy-DV000260)	\$ 14.2466	01/06/2004 <sup>(1)</sup>	01/06/2013	Common Stock
Non-Qualified Stock Option (right to buy-TU000143)	\$ 17.9107	01/13/2005 <sup>(1)</sup>	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy-DV000261)	\$ 17.9107	01/13/2005 <sup>(1)</sup>	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy-TU000144)	\$ 17.9107	01/13/2005 <sup>(1)</sup>	01/13/2014	Common Stock
	\$ 17.9107	01/13/2005 <sup>(1)</sup>	01/13/2014	

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Non-Qualified Stock Option (right to buy-DV000262)									Common Stock
Non-Qualified Stock Option (right to buy-DF003299)	\$ 17.9107					01/13/2005 <sup>(1)</sup>	01/13/2014		Common Stock
Non-Qualified Stock Option (right to buy-DV000253)	\$ 17.9107					01/13/2005 <sup>(1)</sup>	01/13/2014		Common Stock
Non-Qualified Stock Option (right to buy-T0000769)	\$ 17.9107					01/13/2005 <sup>(1)</sup>	01/13/2014		Common Stock
Non-Qualified Stock Option (right to buy-DV000258)	\$ 17.9107					01/13/2005 <sup>(1)</sup>	01/13/2014		Common Stock
Non-Qualified Stock Option (right to buy-DF902107)	\$ 18.3014	11/15/2007		M	23,368	01/10/2006 <sup>(1)</sup>	01/10/2015		Common Stock
Non-Qualified Stock Option (right to buy-DV000249)	\$ 18.3014	11/15/2007		M	10,971	01/10/2006 <sup>(1)</sup>	01/10/2015		Common Stock
Non-Qualified Stock Option (right to buy-TU000145)	\$ 18.3014	11/15/2007		M	321	01/10/2006 <sup>(1)</sup>	01/10/2015		Common Stock
Non-Qualified Stock Option (right to buy-DV000252)	\$ 18.3014	11/15/2007		M	151	01/10/2006 <sup>(1)</sup>	01/10/2015		Common Stock
Non-Qualified Stock Option (right to buy-T0000797)	\$ 18.3014	11/15/2007		M	4,306	01/10/2006 <sup>(1)</sup>	01/10/2015		Common Stock
Non-Qualified Stock Option (right to buy-DV000255)	\$ 18.3014	11/15/2007		M	2,022	01/10/2006 <sup>(1)</sup>	01/10/2015		Common Stock
	\$ 18.3014	11/15/2007		M	1,975	01/10/2006 <sup>(1)</sup>	01/10/2015		

Non-Qualified Stock Option (right to buy-NQ902106)								Common Stock
Non-Qualified Stock Option (right to buy-NQ004565)	\$ 18.3014	11/15/2007	M	1,473	01/10/2006 <sup>(1)</sup>	01/10/2015		Common Stock
Non-Qualified Stock Option (right to buy-NQ001361)	\$ 18.3014	11/15/2007	M	322	01/10/2006 <sup>(1)</sup>	01/10/2015		Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERNON ALAN J 4301 BELCLAIRE AVENUE DALLAS, TX 75205		X		

## Signatures

Alan J. Bernon                      11/16/2007

\_\_Signature of                      Date  
Reporting Person

## 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.

### Remarks:

FIRST 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.