

Fehr Richard
Form 4
February 14, 2008

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 *
Fehr Richard

(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)
02/12/2008

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)

Senior Vice President / Business Optimization, DSD Grp

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | 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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction of | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Underlying S |
|---------------------------------|---------------|--------------------------------------|-------------------------------|-------------------|-------------------------|---|---------------------------|
|---------------------------------|---------------|--------------------------------------|-------------------------------|-------------------|-------------------------|---|---------------------------|

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| (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | | (Instr. 3 and 4) | | |
|---|---|-------------------------|--------------------|---|------------------|-----|---------------------------|--------------------|-----------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy-DF004923) | \$ 25.6821 | | | | | | 01/13/2007 ⁽¹⁾ | 01/13/2016 | Common Stock |
| Incentive Stock Option (right to buy-DF004922) | \$ 25.6821 | | | | | | 01/13/2007 ⁽¹⁾ | 01/13/2016 | Common Stock |
| Non-Qualified Stock Option (right to buy-DV001061) | \$ 25.6821 | | | | | | 01/13/2007 ⁽¹⁾ | 01/13/2016 | Common Stock |
| Incentive Stock Option (right to buy-DV001060) | \$ 25.6821 | | | | | | 01/13/2007 ⁽¹⁾ | 01/13/2016 | Common Stock |
| Restricted Stock Units (DU003752) | \$ 0 | | | | | | 01/13/2009 ⁽²⁾ | 01/13/2016 | Common Stock |
| Restricted Stock Units (DV005428) | \$ 0 | | | | | | 01/13/2009 ⁽²⁾ | 01/13/2016 | Common Stock |
| Non-Qualified Stock Option (right to buy-DF005942) | \$ 30.1121 | | | | | | 02/12/2008 ⁽¹⁾ | 02/12/2017 | Common Stock |
| Incentive Stock Option (right to buy-DF005352) | \$ 30.1121 | | | | | | 02/12/2010 ⁽¹⁾ | 02/10/2017 | Common Stock |
| Non-Qualified Stock Option (right to buy-DV001077) | \$ 30.1121 | | | | | | 02/12/2008 ⁽¹⁾ | 02/12/2017 | Common Stock |
| Incentive Stock Option (right to buy-DV001076) | \$ 30.1121 | | | | | | 02/12/2008 ⁽¹⁾ | 02/12/2017 | Common Stock |
| Restricted Stock Units | \$ 0 | 02/12/2008 | | M | | | 02/12/2008 ⁽²⁾ | 02/12/2017 | Common Stock |
| | | | | | 2,400 | | | | |
| | | | | | ⁽³⁾ | | | | |

(DU003836)

| | | | | | | | |
|---|----------|------------|---|--------------|---------------------------|------------|-----------------|
| Restricted Stock Units (DV005223) | \$ 0 | 02/12/2008 | M | 1,127 (3) | 02/12/2008 ⁽²⁾ | 02/12/2017 | Common Stock |
| Non-Qualified Stock Option (right to buy-DF006437) | \$ 25.37 | | | | 01/15/2009 ⁽¹⁾ | 01/15/2018 | Common Stock |
| Restricted Stock Units (DU004316) | \$ 0 | | | | 01/15/2009 ⁽²⁾ | 01/15/2018 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|--------------|--------------------------|-----------------------------------|
| | Director | 10% Owner | Officer | Other |
| Fehr Richard 2515 MCKINNEY AVENUE, SUITE 1200 DALLAS, TX 75201 | | | Senior Vice President | Business Optimization, DSD Grp |

Signatures

Richard Fehr 02/14/2008

 **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 vest ratably in three equal increments commencing on the first anniversary of the grant date.

The reporting person has received an award of Restricted Stock Units ("RSUs") which is a right to receive shares of common stock of the
 (2) Issuer in the future, subject to the terms and conditions of the RSU Award Agreement. The RSUs vest annually, on a prorata basis, over a three year period beginning on the first anniversary date of the grant.

The reporting person was entitled to receive a total of 3,527 shares of common stock of the Issuer pursuant to the vesting provisions in the
 (3) 2007 Award of Restricted Stock Units ("RSUs"). A total of 934 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 2,593 net shares of common stock.

Remarks:

THIRD OF THREE (3) FORM 4s FILED ON THIS 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.

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