

DEAN FOODS CO
Form 4
July 02, 2008

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 *
HARDIN JOSEPH S JR

(Last) (First) (Middle)
820 PICACHO LANE
(Street)
SANTA BARBARA, CA 93108
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/29/2008

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)

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 Indirect Beneficial 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 (Instr. 3)	2. Conversion or Exercise Price of	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
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Derivative Security			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-DF005292)	\$ 25.3078				06/30/2006 ⁽¹⁾	06/30/2016	Common Stock	
Non-Qualified Stock Option (right to buy-DV001547)	\$ 25.3078				06/30/2006 ⁽¹⁾	06/30/2016	Common Stock	
Non-Qualified Stock Option (right to buy-DF005997)	\$ 31.87				06/29/2007 ⁽¹⁾	06/29/2017	Common Stock	
Non-Qualified Stock Option (right to buy-DF)	\$ 19.62	06/30/2008	A	7,500	06/30/2008 ⁽²⁾	06/30/2018	Common Stock	
Restricted Stock Units (DF905930)	\$ 0	06/30/2008	M		<u>850</u> ⁽⁴⁾	06/30/2006 ⁽³⁾	06/30/2015	Common Stock
Restricted Stock Units (DV005400)	\$ 0	06/30/2008	M		<u>399</u> ⁽⁴⁾	06/30/2006 ⁽³⁾	06/30/2015	Common Stock
Restricted Stock Units (DU003818)	\$ 0	06/30/2008	M		<u>850</u> ⁽⁵⁾	06/30/2007 ⁽³⁾	06/30/2016	Common Stock
Restricted Stock Units (DV005204)	\$ 0	06/30/2008	M		<u>399</u> ⁽⁵⁾	06/30/2007 ⁽³⁾	06/30/2016	Common Stock
Restricted Stock Units (DU003929)	\$ 0	06/29/2008	M		<u>850</u> ⁽⁶⁾	06/29/2008 ⁽³⁾	06/29/2017	Common Stock
Restricted Stock Units (DU)	\$ 0	06/30/2008	A	2,550	06/30/2009 ⁽³⁾	06/30/2018	Common Stock	

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

HARDIN JOSEPH S JR
820 PICACHO LANE X
SANTA BARBARA, CA 93108

Signatures

Joseph S. Hardin, Jr., by Angela B. Miro as attorney 07/02/2008
in fact

**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 options were granted automatically under the Issuer's 1997 Amended and Restated Stock Option and Restricted Stock Plan, and are fully vested and immediately exercisable upon grant.
- (2) The options were granted automatically under the Issuer's 2007 Stock Incentive Plan, and are fully vested and immediately exercisable upon grant.
- (3) The reporting person has received an award of Restricted Stock Units ("RSUs") which is a right to receive shares of common stock of the 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.
- (4) Represents shares of common stock of the Issuer vested on the final vesting date of a 06/30/2005 award of RSUs.
- (5) Represents shares of common stock of the Issuer vested on the second annual vesting date of a 06/30/2006 award of RSUs.
- (6) Represents shares of common stock of the Issuer vested on the first annual vesting date of a 06/30/2007 award of RSUs.

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.