

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 *
MUSE JOHN R

(Last) (First) (Middle)

200 CRESCENT COURT, SUITE 1600

(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)
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 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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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
				(A)	(D)			
Non-Qualified Stock Option (right to buy-DF005296)	\$ 25.3078					06/30/2006 ⁽¹⁾	06/30/2016	Common Stock
Non-Qualified Stock Option (right to buy-DV002933)	\$ 25.3078					06/30/2006 ⁽¹⁾	06/30/2016	Common Stock
Non-Qualified Stock Option (right to buy-DF006000)	\$ 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 (DF905934)	\$ 0	06/30/2008	M		850 ⁽⁴⁾	06/30/2006 ⁽³⁾	06/30/2015	Common Stock
Restricted Stock Units (DV005404)	\$ 0	06/30/2008	M		399 ⁽⁴⁾	06/30/2006 ⁽³⁾	06/30/2015	Common Stock
Restricted Stock Units (DU003822)	\$ 0	06/30/2008	M		850 ⁽⁵⁾	06/30/2007 ⁽³⁾	06/30/2016	Common Stock
Restricted Stock Units (DV005208)	\$ 0	06/30/2008	M		399 ⁽⁵⁾	06/30/2007 ⁽³⁾	06/30/2016	Common Stock
Restricted Stock Units (DU003932)	\$ 0	06/29/2008	M		850 ⁽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

Reporting Owners

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Director 10% Owner Officer Other

MUSE JOHN R
200 CRESCENT COURT, SUITE 1600 X
DALLAS, TX 75201

Signatures

John R. Muse by Angela B. Miro as
Attorney-In-Fact

07/02/2008

__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 options were automatically granted 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 automatically granted 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 issued on the final vesting date of a 06/30/2005 award of Restricted Stock Units ("RSUs").
- (5) Represents shares of common stock of the Issuer issued on the second vesting date of a 06/30/2006 award of RSUs.
- (6) Represents shares of common stock of the Issuer issued on the first vesting date of a 06/30/2007 award of RSUs.

Remarks:

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

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