

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 *
TURNER JIM L

(Last) (First) (Middle)

JLT BEVERAGES L.P., 5950
SHERRY LANE STE 370

(Street)

DALLAS, TX 75225

(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 (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	06/30/2008		A		1,417 (1) \$ 0 197,967	D	
Common Stock	06/30/2008		M		850 (2) A \$ 0 198,817	D	
Common Stock	06/30/2008		M		399 (2) A \$ 0 199,216	D	
Common Stock	06/30/2008		M		850 (3) A \$ 0 200,066	D	
Common Stock	06/30/2008		M		399 (3) A \$ 0 200,465	D	

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Common Stock 06/29/2008 M 850 ⁽⁴⁾ A \$ 0 201,315 D

Common Stock 8,828 I Spouse: Julie Carolyn Turner ⁽⁵⁾

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 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 Amount of Underlying Security (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy-SI901312)	\$ 8.0206					06/30/1999 ⁽⁶⁾ 06/30/2009	Common Stock 5
Non-Qualified Stock Option (right to buy-DV003967)	\$ 8.0206					06/30/1999 ⁽⁶⁾ 06/30/2009	Common Stock 2
Non-Qualified Stock Option (right to buy-SI701312)	\$ 8.0206					06/30/1999 ⁽⁶⁾ 06/30/2009	Common Stock 10
Non-Qualified Stock Option (right to buy-DV003985)	\$ 8.0206					06/30/1999 ⁽⁶⁾ 06/30/2009	Common Stock 5
Non-Qualified Stock Option	\$ 8.0206					06/30/1999 ⁽⁶⁾ 06/30/2009	Common Stock 2

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(right to buy-T0700754)					
Non-Qualified Stock Option (right to buy-DV003976)	\$ 8.0206	06/30/1999 ⁽⁶⁾	06/30/2009	Common Stock	9
Non-Qualified Stock Option (right to buy-SI801312)	\$ 8.0206	06/30/1999 ⁽⁶⁾	06/30/2009	Common Stock	5
Non-Qualified Stock Option (right to buy-DV003970)	\$ 8.0206	06/30/1999 ⁽⁶⁾	06/30/2009	Common Stock	2
Non-Qualified Stock Option (right to buy-SI601312)	\$ 8.0206	06/30/1999 ⁽⁶⁾	06/30/2009	Common Stock	10
Non-Qualified Stock Option (right to buy-DV003997)	\$ 8.0206	06/30/1999 ⁽⁶⁾	06/30/2009	Common Stock	5,
Non-Qualified Stock Option (right to buy-T0600753)	\$ 8.0206	06/30/1999 ⁽⁶⁾	06/30/2009	Common Stock	2,
Non-Qualified Stock Option (right to buy-DV003990)	\$ 8.0206	06/30/1999 ⁽⁶⁾	06/30/2009	Common Stock	9
Non-Qualified Stock Option (right to buy-SI701806)	\$ 9.3614	06/30/2000 ⁽⁶⁾	06/30/2010	Common Stock	11,
Non-Qualified Stock Option (right to buy-DV003986)	\$ 9.3614	06/30/2000 ⁽⁶⁾	06/30/2010	Common Stock	5,
Non-Qualified Stock Option (right to buy-T0700756)	\$ 9.3614	06/30/2000 ⁽⁶⁾	06/30/2010	Common Stock	2,
Non-Qualified Stock Option (right to	\$ 9.3614	06/30/2000 ⁽⁶⁾	06/30/2010	Common Stock	9

buy-DV003983)						
Non-Qualified Stock Option (right to buy-SI601806)	\$ 9.3614		06/30/2000 ⁽⁶⁾	06/30/2010	Common Stock	11,
Non-Qualified Stock Option (right to buy-DV003994)	\$ 9.3614		06/30/2000 ⁽⁶⁾	06/30/2010	Common Stock	5,
Non-Qualified Stock Option (right to buy-T0600755)	\$ 9.3614		06/30/2000 ⁽⁶⁾	06/30/2010	Common Stock	2,
Non-Qualified Stock Option (right to buy-DV003989)	\$ 9.3614		06/30/2000 ⁽⁶⁾	06/30/2010	Common Stock	9,
Non-Qualified Stock Option (right to buy-SF702508)	\$ 10.1707		06/29/2001 ⁽⁶⁾	06/29/2011	Common Stock	7,
Non-Qualified Stock Option (right to buy-DV003979)	\$ 10.1707		06/29/2001 ⁽⁶⁾	06/29/2011	Common Stock	3,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TURNER JIM L JLT BEVERAGES L.P. 5950 SHERRY LANE STE 370 DALLAS, TX 75225		X		

Signatures

Jim L. Turner by Angela 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) These are restricted shares issued under the Issuer's 2007 Stock Incentive Plan in payment of fees owed for services as an independent director. All such shares are subject to vesting in three equal increments, with the first vesting occurring as of the date the shares were

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issued and then annually thereafter.

- (2) 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").
- (3) Represents shares of common stock of the Issuer issued on the second vesting date of a 06/30/2006 award of RSUs.
- (4) Represents shares of common stock of the Issuer issued on the first vesting date of a 06/30/2007 award of RSUs.
- (5) Mr. Turner disclaims beneficial ownership of all shares and options not directly owned by him.
- (6) 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.

Remarks:

FIRST OF THREE (3) 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.

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