Kroeker Harrald F.K. Form 4 December 02, 2008

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

OMB 3235-0287 Number:

response...

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average burden hours per

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Kroeker Harrald F.K. Issuer Symbol DEAN FOODS CO [DF] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 2515 MCKINNEY 12/01/2008 below) below) **AVENUE. SUITE 1200** President-DSD Group (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting DALLAS, TX 75201 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect

(Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or

(Instr. 3 and 4) Code V Amount (D) Price

Common 12/01/2008 M 2,939 Α \$0 5,878 D Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)	Code	5. Number iom 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 A Underlying Se (Instr. 3 and 4
				Code V	⁷ (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units (DU003828)	\$ 0	12/01/2008		M	2,000	12/01/2007(1)	12/01/2016	Common Stock
Restricted Stock Units (DV005215)	\$ 0	12/01/2008		M	939	12/01/2007(1)	12/01/2016	Common Stock
Restricted Stock Units (DU003837)	\$ 0					02/12/2008(1)	02/12/2017	Common Stock
Restricted Stock Units (DV005224)	\$ 0					02/12/2008(1)	02/12/2017	Common Stock
Restricted Stock Units (DU004317)	\$ 0					01/15/2009(1)	01/15/2018	Common Stock
Non-Qualified Stock Option (right to buy-DF005325)	\$ 29.0914					12/01/2007(2)	12/01/2016	Common Stock
Non-Qualified Stock Option (right to buy-DV002289)	\$ 29.0914					12/01/2007(2)	12/01/2016	Common Stock
Non-Qualified Stock Option (right to buy-DF005943)	\$ 30.1121					02/12/2008(2)	02/12/2017	Common Stock
Non-Qualified Stock Option (right to buy-DV002290)	\$ 30.1121					02/12/2008(2)	02/12/2017	Common Stock
Non-Qualified Stock Option (right to	\$ 25.37					01/15/2009(2)	01/15/2018	Common Stock

buy-DF006438)

Incentive Stock

Common 02/12/2008(2) 02/12/2017 Option (right to \$ 30.1121 Stock

buy-DF005353)

Incentive Stock

Common 02/12/2008(2) 02/12/2017 Option (right to \$ 30.1121 Stock

buy-DV002291)

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Kroeker Harrald F.K.

DALLAS, TX 75201

2515 MCKINNEY AVENUE

SUITE 1200

President-DSD Group

Signatures

Angela B. Miro, 12/02/2008 Attorney-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).
 - The reporting person has received an award of RSUs, which is a right to receive shares of common stock of the Issuer in the future,
- (1) subject to the terms and conditions of the RSU Award Agreement. The RSUs vest annually, on a prorata basis, over a five-year period beginning on the first anniversary of the date of grant.
- The shares of common stock subject to the Option vest ratably in three equal increments commencing on the first anniversary of the grant **(2)** 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.

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