

DEAN FOODS CO  
Form 4  
January 17, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
GOOLSBY MICHELLE P

(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)  
01/15/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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	(D)	Price

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 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 Security (Instr. 3 and 4)
---------------------------------	---------------------------	--------------------------------------	-----------------------------------	---------------------	------------------------------------	--	---

Edgar Filing: DEAN FOODS CO - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy - DV001361)	\$ 11.6934								01/14/2003 <sup>(1)</sup>	01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy - DF002194)	\$ 14.2466								01/06/2004 <sup>(1)</sup>	01/06/2013	Common Stock
Non-Qualified Stock Option (right to buy - DV001373)	\$ 14.2466								01/06/2004 <sup>(1)</sup>	01/06/2013	Common Stock
Non-Qualified Stock Option (right to buy - T0000610)	\$ 14.2466								01/06/2004 <sup>(1)</sup>	01/06/2013	Common Stock
Non-Qualified Stock Option (right to buy - DV001360)	\$ 14.2466								01/06/2004 <sup>(1)</sup>	01/06/2013	Common Stock
Non-Qualified Stock Option (right to buy - DF003309)	\$ 17.9107								01/13/2005 <sup>(1)</sup>	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy - DV001377)	\$ 17.9107								01/13/2005 <sup>(1)</sup>	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy - T0000708)	\$ 17.9107								01/13/2005 <sup>(1)</sup>	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy - DV001382)	\$ 17.9107								01/13/2005 <sup>(1)</sup>	01/13/2014	Common Stock
Non-Qualified Stock Option	\$ 17.9107								01/13/2005 <sup>(1)</sup>	01/13/2014	Common Stock

Edgar Filing: DEAN FOODS CO - Form 4

(right to buy - TU000209)				
Non-Qualified Stock Option (right to buy - DV001381)	\$ 17.9107	01/13/2005 <sup>(1)</sup>	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy - TU000206)	\$ 17.9107	01/13/2005 <sup>(1)</sup>	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy - DV001380)	\$ 17.9107	01/13/2005 <sup>(1)</sup>	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy - DF902437)	\$ 18.3014	01/07/2006 <sup>(1)</sup>	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy - DF902437)	\$ 18.3014	01/07/2006 <sup>(1)</sup>	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy - T0000700)	\$ 18.3014	01/07/2006 <sup>(1)</sup>	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy - DV001362)	\$ 18.3014	01/07/2006 <sup>(1)</sup>	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy - TU000207)	\$ 18.3014	01/07/2006 <sup>(1)</sup>	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy - DV001363)	\$ 18.3014	01/07/2006 <sup>(1)</sup>	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy - DF004891)	\$ 25.6821	01/13/2007 <sup>(1)</sup>	01/13/2016	Common Stock
Non-Qualified Stock Option (right to buy -	\$ 25.6821	01/13/2007 <sup>(1)</sup>	01/13/2016	Common Stock

DV001365)

Non-Qualified  
Stock Option  
(right to buy -  
DF005347)

\$ 30.1121

02/12/2008<sup>(1)</sup>

02/12/2017

Common  
Stock

Non-Qualified  
Stock Option  
(right to buy -  
DV001367)

\$ 30.1121

02/12/2008<sup>(1)</sup>

02/12/2017

Common  
Stock

Non-Qualified  
Stock Option  
(right to buy)

\$ 25.37

01/15/2008

A

85,000

01/15/2009<sup>(1)</sup>

01/15/2018

Common  
Stock

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director

10% Owner

Officer

Other

GOOLSBY MICHELLE P  
2515 MCKINNEY AVENUE, SUITE 1200  
DALLAS, TX 75201

Executive  
Vice  
President

## Signatures

Michelle P.  
Goolsby

01/17/2008

    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.

### Remarks:

CONTINUATION OF FORM 4 PREVIOUSLY FILED ON THIS 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.