

DEAN FOODS CO  
Form 4  
March 13, 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 \*  
BERNON ALAN J

(Last) (First) (Middle)  
4301 BELCLAIRE AVENUE  
(Street)

DALLAS, TX 75205

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/11/2008

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (D) or Price		
Common Stock	03/11/2008		S		15,300 (1) D \$ 20.55 1,074,842.1354	D	
Common Stock	03/11/2008		S		6,700 (1) D \$ 20.56 1,068,142.1354	D	
Common Stock	03/11/2008		S		1,700 (1) D \$ 20.57 1,066,442.1354	D	
Common Stock	03/11/2008		S		200 (1) D \$ 20.58 1,066,242.1354	D	
Common Stock	03/11/2008		S		2,200 (1) D \$ 20.59 1,064,042.1354	D	
Common Stock	03/11/2008		S		900 (1) D \$ 20.61 1,063,142.1354	D	

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Stock							
Common Stock	03/11/2008	S	<u>6,400</u> <sup>(1)</sup>	D	\$ 21	1,056,742.1354	D
Common Stock	03/11/2008	S	900 <u>(1)</u>	D	\$ 21.01	1,055,842.1354	D
Common Stock	03/11/2008	S	600 <u>(1)</u>	D	\$ 21.02	1,055,242.1354	D
Common Stock	03/11/2008	S	<u>1,000</u> <sup>(1)</sup>	D	\$ 21.07	1,054,242.1354	D
Common Stock	03/11/2008	S	<u>5,400</u> <sup>(1)</sup>	D	\$ 21.08	1,048,842.1354	D
Common Stock	03/11/2008	S	<u>1,400</u> <sup>(1)</sup>	D	\$ 21.09	1,047,442.1354	D
Common Stock	03/11/2008	S	<u>4,300</u> <sup>(1)</sup>	D	\$ 21.1	1,043,142.1354	D
Common Stock	03/11/2008	S	<u>3,100</u> <sup>(1)</sup>	D	\$ 21.11	1,040,042.1354	D
Common Stock	03/11/2008	S	200 <u>(1)</u>	D	\$ 21.115	1,039,842.1354	D
Common Stock	03/11/2008	S	<u>3,000</u> <sup>(1)</sup>	D	\$ 21.12	1,036,842.1354	D
Common Stock	03/11/2008	S	<u>8,500</u> <sup>(1)</sup>	D	\$ 21.13	1,028,342.1354	D
Common Stock	03/11/2008	S	<u>1,100</u> <sup>(1)</sup>	D	\$ 21.135	1,027,242.1354	D <sup>(2)</sup>

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 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)
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buy-T0000606)						
Non-Qualified Stock Option (right to buy-DV000260)	\$ 14.2466	01/06/2004 <sup>(3)</sup>	01/06/2013	Common Stock	6	
Non-Qualified Stock Option (right to buy-TU000143)	\$ 17.9107	01/13/2005 <sup>(3)</sup>	01/13/2014	Common Stock	1	
Non-Qualified Stock Option (right to buy-DV000261)	\$ 17.9107	01/13/2005 <sup>(3)</sup>	01/13/2014	Common Stock	3	
Non-Qualified Stock Option (right to buy-TU000144)	\$ 17.9107	01/13/2005 <sup>(3)</sup>	01/13/2014	Common Stock	1	
Non-Qualified Stock Option (right to buy-DF004888)	\$ 25.6821	01/31/2007 <sup>(3)</sup>	01/13/2016	Common Stock	27	
Non-Qualified Stock Option (right to buy-DV000251)	\$ 25.6821	01/13/2007 <sup>(3)</sup>	01/13/2016	Common Stock	12	
Non-Qualified Stock Option (right to buy-NQ004887)	\$ 25.6821	01/13/2007 <sup>(3)</sup>	01/13/2016	Common Stock	2	
Non-Qualified Stock Option (right to buy-NQ004462)	\$ 25.6821	01/13/2007 <sup>(3)</sup>	01/13/2016	Common Stock	1	
Non-Qualified Stock Option (right to buy-DF005345)	\$ 30.1121	02/12/2008 <sup>(3)</sup>	02/12/2017	Common Stock	47	
Non-Qualified Stock Option (right to buy-DV000250)	\$ 30.1121	02/12/2008 <sup>(3)</sup>	02/12/2017	Common Stock	22	
Non-Qualified Stock Option (right to buy-NQ005340)	\$ 30.1121	02/12/2008 <sup>(3)</sup>	02/12/2017	Common Stock	2	

Non-Qualified  
Stock Option  
(right to  
buy-NQ000263)

\$ 30.1121

02/12/2008<sup>(3)</sup> 02/12/2017

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERNON ALAN J 4301 BELCLAIRE AVENUE DALLAS, TX 75205		X		

## Signatures

Alan J. Bernon 03/13/2008

\_\_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) Transaction is pursuant to a 10b5-1 Plan, dated February 21, 2008, between the reporting person and Bear Stearns & Co., Inc., acting as agent, to permit the orderly disposition of a portion of the reporting person's holdings of the Issuer's common stock, par value \$0.01 per share.
  - (2) Includes 827 shares of common stock of Issuer, for which the reporting person has opted to defer receipt until a future date, under the Issuer's Executive Deferred Compensation Plan.
  - (3) The shares of common stock subject to the Option became fully vested on September 28, 2007, pursuant to a separation agreement between Mr. Bernon and the Issuer.

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