

DEAN FOODS CO
Form 4
April 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 *
GREEN STEPHEN L

(Last) (First) (Middle)
105 ROWAYTON AVENUE
(Street)

ROWAYTON, CT 06853

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/31/2008

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)	
				(A) or (D)	Price			
				Code	V	Amount	(D)	Price

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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Derivative Security	Code	V	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			(A)	(D)				
Non-Qualified Stock Option (right to buy DF003664)					06/30/2004 ⁽¹⁾	06/30/2014	Common Stock	7,500
Non-Qualified Stock Option (right to buy DV001442)					06/30/2004 ⁽¹⁾	06/30/2014	Common Stock	3,520
Non-Qualified Stock Option (right to buy T0000786)					06/30/2004 ⁽¹⁾	06/30/2014	Common Stock	1,380
Non-Qualified Stock Option (right to buy DV001440)					06/30/2004 ⁽¹⁾	06/30/2014	Common Stock	640
Non-Qualified Stock Option (right to buy DF905918)					06/30/2005 ⁽¹⁾	06/30/2015	Common Stock	7,500
Non-Qualified Stock Option (right to buy DV001429)					06/30/2005 ⁽¹⁾	06/30/2015	Common Stock	3,520
Non-Qualified Stock Option (right to buy DF005291)					06/30/2006 ⁽¹⁾	06/30/2016	Common Stock	7,500
Non-Qualified Stock Option (right to buy DV001430)					06/30/2006 ⁽¹⁾	06/30/2016	Common Stock	3,520
Non-Qualified Stock Option (right to buy DF005996)					06/29/2007 ⁽¹⁾	06/29/2017	Common Stock	7,500

Restricted Stock Units (DF905929)	\$ 0	06/30/2006 ⁽²⁾	06/30/2015	Common Stock	850
Restricted Stock Units (DV005399)	\$ 0	06/30/2006 ⁽²⁾	06/30/2015	Common Stock	399
Restricted Stock Units (DU003817)	\$ 0	06/30/2007 ⁽²⁾	06/30/2016	Common Stock	1,700
Restricted Stock Units (DU005203)	\$ 0	06/30/2007 ⁽²⁾	06/30/2016	Common Stock	798
Restricted Stock Units (DU003928)	\$ 0	06/29/2008 ⁽²⁾	06/29/2017	Common Stock	2,550

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREEN STEPHEN L 105 ROWAYTON AVENUE ROWAYTON, CT 06853		X		

Signatures

Katherine K. Connell,
Attorney-In-Fact

04/02/2008

**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.
- The reporting person has received an award of Restricted Stock Units ("RSUs") which is a right to receive shares of common stock of the
- (2) 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.

Remarks:

CONTINUED FORM PREVIOUS FORM 4 FILED ON THIS SAME DATE, NO TRANSACTIONS REPORTED ON THIS

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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