

DEAN FOODS CO
Form 4
April 29, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
HILL JANET

(Last) (First) (Middle)

ALEXANDER &
ASSOCIATES, 400 C STREET,
N.E.

(Street)

WASHINGTON, DC 20002

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/25/2008

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 or Price		
Common Stock	04/25/2008		M		11,778 (1) \$ 12.5898	D	
Common Stock	04/25/2008		S		2,000 (1) \$ 22.25	D	
Common Stock	04/25/2008		S		6,000 (1) \$ 22.3	D	
Common Stock	04/25/2008		S		1,778 (1) \$ 22.31	D	
Common Stock	04/25/2008		S		700 (1) \$ 22.32	D	

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Common Stock 04/25/2008 S 1,300⁽¹⁾ D \$ 22.33 17,116 D

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

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(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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy - DP003154)	\$ 12.5898	04/25/2008		M	6,768	06/01/1998 ⁽²⁾ 06/01/2008	Common Stock	
Non-Qualified Stock Option (right to buy - DV001697)	\$ 12.5898	04/25/2008		M	3,178	06/01/1998 ⁽²⁾ 06/01/2008	Common Stock	
Non-Qualified Stock Option (right to buy - T0000841)	\$ 12.5898	04/25/2008		M	1,247	06/01/1998 ⁽²⁾ 06/01/2008	Common Stock	
Non-Qualified Stock Option (right to buy - DV001699)	\$ 12.5898	04/25/2008		M	585	06/01/1998 ⁽²⁾ 06/01/2008	Common Stock	
Non-Qualified Stock Option (right to buy - T0000843)	\$ 9.5022					06/01/1999 ⁽²⁾ 06/01/2009	Common Stock	
Non-Qualified Stock Option (right to buy - DV001695)	\$ 9.5022					06/01/1999 ⁽²⁾ 06/01/2009	Common Stock	

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Non-Qualified Stock Option (right to buy - DF002168)	\$ 14.2351	07/01/2002 ⁽³⁾	07/01/2012	Common Stock	2
Non-Qualified Stock Option (right to buy - DV001698)	\$ 14.2351	07/01/2002 ⁽³⁾	07/01/2012	Common Stock	1
Non-Qualified Stock Option (right to buy - T0000652)	\$ 14.2351	07/01/2002 ⁽³⁾	07/01/2012	Common Stock	4
Non-Qualified Stock Option (right to buy - DV001701)	\$ 14.2351	07/01/2002 ⁽³⁾	07/01/2012	Common Stock	1
Non-Qualified Stock Option (right to buy - DF002895)	\$ 18.1003	06/30/2003 ⁽³⁾	06/30/2013	Common Stock	7
Non-Qualified Stock Option (right to buy - DV001696)	\$ 18.1003	06/30/2003 ⁽³⁾	06/30/2013	Common Stock	3
Non-Qualified Stock Option (right to buy - T0000781)	\$ 18.1003	06/30/2003 ⁽³⁾	06/30/2013	Common Stock	1
Non-Qualified Stock Option (right to buy - DV001700)	\$ 18.1003	06/30/2003 ⁽³⁾	06/30/2013	Common Stock	
Non-Qualified Stock Option (right to buy - DF003666)	\$ 21.4389	06/30/2004 ⁽³⁾	06/30/2014	Common Stock	7
Non-Qualified Stock Option (right to buy - DV001692)	\$ 21.4389	06/30/2004 ⁽³⁾	06/30/2014	Common Stock	3
Non-Qualified Stock Option (right to buy - T0000791)	\$ 21.4389	06/30/2004 ⁽³⁾	06/30/2014	Common Stock	1
	\$ 21.4389	06/30/2004 ⁽³⁾	06/30/2014		

Non-Qualified Stock Option (right to buy - DV001694)					Common Stock
Non-Qualified Stock Option (right to buy - DF905920)	\$ 23.9808		06/30/2005 ⁽³⁾	06/30/2015	Common Stock
Non-Qualified Stock Option (right to buy - DV001693)	\$ 23.9808		06/30/2005 ⁽³⁾	06/30/2015	Common Stock
Non-Qualified Stock Option (right to buy DF005293)	\$ 25.3078		06/30/2006 ⁽³⁾	06/30/2016	Common Stock
Non-Qualified Stock Option (right to buy DV001702)	\$ 25.3078		06/30/2006 ⁽³⁾	06/30/2016	Common Stock
Non-Qualified Stock Option (right to buy - DF005998)	\$ 31.87		06/29/2007 ⁽³⁾	06/29/2017	Common Stock
Restricted Stock Units (DF905931)	\$ 0		06/30/2006 ⁽⁴⁾	06/30/2015	Common Stock
Restricted Stock Units (DV005401)	\$ 0		06/30/2006 ⁽⁴⁾	06/30/2015	Common Stock
Restricted Stock Units (DU003819)	\$ 0		06/30/2007 ⁽⁴⁾	06/30/2016	Common Stock
Restricted Stock Units (DV005205)	\$ 0		06/30/2007 ⁽⁴⁾	06/30/2016	Common Stock
Restricted Stock Units (DU003930)	\$ 0		06/29/2008 ⁽⁴⁾	06/29/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HILL JANET
ALEXANDER & ASSOCIATES X
400 C STREET, N.E.
WASHINGTON, DC 20002

Signatures

Janet V. Hill, by Katherine K. Connell,
Attorney-In-Fact

04/29/2008

__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).
Transactions are pursuant to a 10b5-1 Sales Plan dated March 10, 2008, between reporting person and Bear Stearns & Co., Inc., acting as
(1) agent, to permit the orderly disposition of a portion of the reporting person's holdings of the Issuer's common stock, par value \$01 per share.
(2) The options were granted under the Dean Foods Company Directors Plan. The options are fully vested and immediately exercisable upon grant.
(3) 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
(4) 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 of the date of grant.

Remarks:

CONTINUED ON ADDITIONAL FORM 4 FILED ON THIS 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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