

DEAN FOODS CO
Form 4
May 30, 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)
05/26/2008

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)
Common Stock	05/26/2008		D	1,486 (1)	\$ 0 1,121,259.1354	D	

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 2. Conversion 3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date, if 4. Transaction Code 5. Transaction Number 6. Date Exercisable and Expiration Date 7. Title and Amount of Underlying Security

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(Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)			
			Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Non-Qualified Stock Option (right to buy-DF004888)	\$ 25.6821					01/31/2007 ⁽²⁾	09/02/2008	Common Stock	27
Non-Qualified Stock Option (right to buy-DV000251)	\$ 25.6821					01/13/2007 ⁽²⁾	09/02/2008	Common Stock	12
Non-Qualified Stock Option (right to buy-NQ004887)	\$ 25.6821					01/13/2007 ⁽²⁾	09/02/2008	Common Stock	2
Non-Qualified Stock Option (right to buy-NQ004462)	\$ 25.6821					01/13/2007 ⁽²⁾	09/02/2008	Common Stock	1
Non-Qualified Stock Option (right to buy-DF005345)	\$ 30.1121					02/12/2008 ⁽²⁾	09/02/2008	Common Stock	47
Non-Qualified Stock Option (right to buy-DV000250)	\$ 30.1121					02/12/2008 ⁽²⁾	09/02/2008	Common Stock	22
Non-Qualified Stock Option (right to buy-NQ005340)	\$ 30.1121					02/12/2008 ⁽²⁾	09/02/2008	Common Stock	2
Non-Qualified Stock Option (right to buy-NQ000263)	\$ 30.1121					02/12/2008 ⁽²⁾	09/02/2008	Common Stock	1

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 by Katherine K. Connell,
Attorney-In-Fact

05/30/2008

__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) Shares forfeited in connection with the reporting person's resignation as a member of the Issuer's Board of Directors.
 - (2) 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, and the options will expire on September 2, 2008.

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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