

DEAN FOODS CO
Form 4
July 02, 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 *
DAVIS TOM C

(Last) (First) (Middle)

500 CRESCENT COURT, SUITE 270

(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)
06/29/2008

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	06/29/2008		M		850 ⁽¹⁾ A \$ 0 27,235	D	
Common Stock	06/30/2008		A		1,163 ⁽²⁾ A \$ 0 28,398	D	
Common Stock	06/30/2008		M		850 ⁽³⁾ A \$ 0 29,248	D	
Common Stock	06/30/2008		M		399 ⁽³⁾ A \$ 0 29,647	D	
Common Stock	06/30/2008		M		850 ⁽⁴⁾ A \$ 0 30,497	D	

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Common Stock 06/30/2008 M 399 ⁽⁴⁾ A \$ 0 30,896 D

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

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy SF002502)	\$ 10.1707					06/29/2001 ⁽⁵⁾	06/29/2011	Common Stock
Non-Qualified Stock Option (right to buy DV000783)	\$ 10.1707					06/29/2001 ⁽⁵⁾	06/29/2011	Common Stock
Non-Qualified Stock Option (right to buy T0000644)	\$ 10.1707					06/29/2001 ⁽⁵⁾	06/29/2011	Common Stock
Non-Qualified Stock Option (right to buy DV000785)	\$ 10.1707					06/29/2001 ⁽⁵⁾	06/29/2011	Common Stock
Non-Qualified Stock Option (right to buy DF002165)	\$ 14.2351					07/01/2002 ⁽⁵⁾	07/01/2012	Common Stock
Non-Qualified Stock Option (right to buy DV000790)	\$ 14.2351					07/01/2002 ⁽⁵⁾	07/01/2012	Common Stock

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Non-Qualified Stock Option (right to buy T0000653)	\$ 14.2351	07/01/2002 ⁽⁵⁾	07/01/2012	Common Stock
Non-Qualified Stock Option (right to buy DV000791)	\$ 14.2351	07/01/2002 ⁽⁵⁾	07/01/2012	Common Stock
Non-Qualified Stock Option (right to buy DF002875)	\$ 18.1003	06/30/2003 ⁽⁵⁾	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy DV000789)	\$ 18.1003	06/30/2003 ⁽⁵⁾	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy T0000782)	\$ 18.1003	06/30/2003 ⁽⁵⁾	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy DV000784)	\$ 18.1003	06/30/2003 ⁽⁵⁾	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy DF003663)	\$ 21.4389	06/30/2004 ⁽⁵⁾	06/30/2014	Common Stock
Non-Qualified Stock Option (right to buy DV000788)	\$ 21.4389	06/30/2004 ⁽⁵⁾	06/30/2014	Common Stock
Non-Qualified Stock Option (right to buy T0000792)	\$ 21.4389	06/30/2004 ⁽⁵⁾	06/30/2014	Common Stock
Non-Qualified Stock Option (right to buy DV000787)	\$ 21.4389	06/30/2004 ⁽⁵⁾	06/30/2014	Common Stock
Non-Qualified Stock Option (right to buy DF905917)	\$ 23.9808	06/30/2005 ⁽⁵⁾	06/30/2015	Common Stock
	\$ 23.9808	06/30/2005 ⁽⁵⁾	06/30/2015	

Non-Qualified Stock Option (right to buy DV000786)									Common Stock
Non-Qualified Stock Option (right to buy DF005290)	\$ 25.3078					06/30/2006 ⁽⁵⁾	06/30/2016		Common Stock
Non-Qualified Stock Option (right to buy DV000792)	\$ 25.3078					06/30/2006 ⁽⁵⁾	06/30/2016		Common Stock
Non-Qualified Stock Option (right to buy DF005995)	\$ 31.87					06/29/2007 ⁽⁵⁾	06/29/2017		Common Stock
Non-Qualified Stock Option (right to buy)	\$ 19.62	06/30/2008	A	7,500		06/30/2008 ⁽⁶⁾	06/30/2018		Common Stock
Restricted Stock Units (DF905928)	\$ 0	06/30/2008	M	850 <u>(3)</u>		06/30/2006 ⁽⁷⁾	06/30/2015		Common Stock
Restricted Stock Units (DV005398)	\$ 0	06/30/2008	M	399 <u>(3)</u>		06/30/2006 ⁽⁷⁾	06/30/2015		Common Stock
Restricted Stock Units (DU003816)	\$ 0	06/30/2008	M	850 <u>(4)</u>		06/30/2007 ⁽⁷⁾	06/30/2016		Common Stock
Restricted Stock Units (DV005202)	\$ 0	06/30/2008	M	399 <u>(4)</u>		06/30/2007 ⁽⁷⁾	06/30/2016		Common Stock
Restricted Stock Units (DU003927)	\$ 0	06/29/2008	M	850 <u>(1)</u>		06/29/2008 ⁽⁷⁾	06/29/2017		Common Stock
Restricted Stock Units	\$ 0	06/30/2008	A	2,550		06/30/2009 ⁽⁷⁾	06/30/2018		Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIS TOM C 500 CRESCENT COURT SUITE 270	X			

DALLAS, TX 75201

Signatures

Katherine K. Connell,
Attorney-In-Fact

07/02/2008

__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) Represents shares of common stock of the Issuer vested on the first annual vesting date of a 06/29/2007 award of Restricted Stock Units ("RSUs").
These are restricted shares issued under the Issuer's 2007 Stock Incentive Plan in payment of fees owed for services as an independent
- (2) director. All such shares are subject to vesting in three equal increments, with the first vesting occurring as of the date the shares were issued and then annually thereafter.
- (3) Represents shares of common stock of the Issuer vested on the third annual vesting date of a 06/30/2005 award of RSUs.
- (4) Represents shares of common stock of the Issuer vested on the second annual vesting date of a 06/30/2006 award of RSUs.
- (5) 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.
- (6) The options were granted automatically under the Issuer's 2007 Stock Incentive Plan, and are fully vested and immediately exercisable upon grant.
The reporting person has received an award of RSUs, which is a right to receive shares of common stock of the Issuer in the future,
- (7) 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.

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.