

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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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 *
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)
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 17,966	D	
Common Stock	06/30/2008		M		850 ⁽²⁾ A \$ 0 18,816	D	
Common Stock	06/30/2008		M		399 ⁽²⁾ A \$ 0 19,215	D	
Common Stock	06/30/2008		M		850 ⁽³⁾ A \$ 0 20,065	D	
Common Stock	06/30/2008		M		399 ⁽³⁾ A \$ 0 20,464	D	

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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy - T0000843)	\$ 9.5022					06/01/1999 ⁽⁴⁾ 06/01/2009	Common Stock
Non-Qualified Stock Option (right to buy - DV001695)	\$ 9.5022					06/01/1999 ⁽⁴⁾ 06/01/2009	Common Stock
Non-Qualified Stock Option (right to buy - DF002168)	\$ 14.2351					07/01/2002 ⁽⁵⁾ 07/01/2012	Common Stock
Non-Qualified Stock Option (right to buy - DV001698)	\$ 14.2351					07/01/2002 ⁽⁵⁾ 07/01/2012	Common Stock
Non-Qualified Stock Option (right to buy - T0000652)	\$ 14.2351					07/01/2002 ⁽⁵⁾ 07/01/2012	Common Stock
Non-Qualified Stock Option (right to buy - DV001701)	\$ 14.2351					07/01/2002 ⁽⁵⁾ 07/01/2012	Common Stock
Non-Qualified Stock Option (right to buy - DF002895)	\$ 18.1003					06/30/2003 ⁽⁵⁾ 06/30/2013	Common Stock

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Non-Qualified Stock Option (right to buy - DV001696)	\$ 18.1003	06/30/2003 ⁽⁵⁾	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy - T0000781)	\$ 18.1003	06/30/2003 ⁽⁵⁾	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy - DV001700)	\$ 18.1003	06/30/2003 ⁽⁵⁾	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy - DF003666)	\$ 21.4389	06/30/2004 ⁽⁵⁾	06/30/2014	Common Stock
Non-Qualified Stock Option (right to buy - DV001692)	\$ 21.4389	06/30/2004 ⁽⁵⁾	06/30/2014	Common Stock
Non-Qualified Stock Option (right to buy - T0000791)	\$ 21.4389	06/30/2004 ⁽⁵⁾	06/30/2014	Common Stock
Non-Qualified Stock Option (right to buy - DV001694)	\$ 21.4389	06/30/2004 ⁽⁵⁾	06/30/2014	Common Stock
Non-Qualified Stock Option (right to buy - DF905920)	\$ 23.9808	06/30/2005 ⁽⁵⁾	06/30/2015	Common Stock
Non-Qualified Stock Option (right to buy - DV001693)	\$ 23.9808	06/30/2005 ⁽⁵⁾	06/30/2015	Common Stock
Non-Qualified Stock Option (right to buy DF005293)	\$ 25.3078	06/30/2006 ⁽⁵⁾	06/30/2016	Common Stock
Non-Qualified Stock Option (right to buy DV001702)	\$ 25.3078	06/30/2006 ⁽⁵⁾	06/30/2016	Common Stock
	\$ 31.87	06/29/2007 ⁽⁵⁾	06/29/2017	

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- (2) Represents shares of common stock of the Issuer vested on the third annual vesting date of a 06/30/2005 award of RSUs.
- (3) Represents shares of common stock of the Issuer vested on the second annual vesting date of a 06/30/2006 award of RSUs.
- (4) The options were granted under the Dean Foods Company Directors Plan. The options are fully vested and immediately exercisable upon grant.
- (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 Restricted Stock Units ("RSUs") which is a right to receive shares of common stock of the

- (7) 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.

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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