

DEAN FOODS CO  
Form 4  
August 07, 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 \*  
SCHENKEL PETE

(Last) (First) (Middle)

2515 MCKINNEY AVENUE, LB  
30, SUITE 1200

(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)  
08/05/2008

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/05/2008		M		99,500	A	\$ 7.1707
Common Stock	08/05/2008		M		46,715	A	\$ 7.1707
Common Stock	08/05/2008		M		18,335	A	\$ 7.1707
Common Stock	08/05/2008		M		8,608	A	\$ 7.1707
Common Stock	08/05/2008		S <sup>(1)</sup>		14,400	D	\$ 22.75
Common Stock	08/05/2008		S <sup>(1)</sup>		2,600	D	\$ 22.76

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Common Stock							
Common Stock	08/05/2008	<u>S<sup>(1)</sup></u>	5,000	D	\$ 22.77	254,544.0702	D
Common Stock	08/05/2008	<u>S<sup>(1)</sup></u>	3,700	D	\$ 22.8	250,844.0702	D
Common Stock	08/05/2008	<u>S<sup>(1)</sup></u>	3,400	D	\$ 22.81	247,444.0702	D
Common Stock	08/05/2008	<u>S<sup>(1)</sup></u>	700	D	\$ 22.82	246,744.0702	D
Common Stock	08/05/2008	<u>S<sup>(1)</sup></u>	6,800	D	\$ 22.83	239,944.0702	D
Common Stock	08/05/2008	<u>S<sup>(1)</sup></u>	400	D	\$ 22.835	239,544.0702	D
Common Stock	08/05/2008	<u>S<sup>(1)</sup></u>	8,400	D	\$ 22.85	231,144.0702	D
Common Stock	08/05/2008	<u>S<sup>(1)</sup></u>	8,800	D	\$ 22.86	222,344.0702	D
Common Stock	08/05/2008	<u>S<sup>(1)</sup></u>	4,700	D	\$ 22.87	217,644.0702	D
Common Stock	08/05/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 22.88	217,544.0702	D
Common Stock	08/05/2008	<u>S<sup>(1)</sup></u>	4,258	D	\$ 22.9	213,286.0702	D
Common Stock	08/05/2008	<u>S<sup>(1)</sup></u>	100	D	\$ 22.91	213,186.0702	D
Common Stock	08/05/2008	<u>S<sup>(1)</sup></u>	1,200	D	\$ 22.92	211,986.0702	D
Common Stock	08/05/2008	<u>S<sup>(1)</sup></u>	300	D	\$ 22.93	211,686.0702	D
Common Stock	08/05/2008	<u>S<sup>(1)</sup></u>	2,500	D	\$ 22.94	209,186.0702	D
Common Stock	08/05/2008	<u>S<sup>(1)</sup></u>	5,800	D	\$ 22.95	203,386.0702	D
Common Stock	08/05/2008	<u>S<sup>(1)</sup></u>	12,500	D	\$ 23	190,886.0702	D
Common Stock	08/05/2008	<u>S<sup>(1)</sup></u>	2,500	D	\$ 23.01	188,386.0702	D
Common Stock	08/05/2008	<u>S<sup>(1)</sup></u>	22,900	D	\$ 23.05	165,486.0702	D
	08/05/2008	<u>S<sup>(1)</sup></u>	4,000	D	\$ 23.06	161,486.0702	D

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Common Stock								
Common Stock	08/05/2008		S <sup>(1)</sup>	1,400	D	\$ 23.07	160,086.0702	D
Common Stock	08/05/2008		S <sup>(1)</sup>	1,700	D	\$ 23.08	158,386.0702	D
Common Stock	08/05/2008		S <sup>(1)</sup>	10,000	D	\$ 23.1	148,386.0702	D
Common Stock	08/05/2008		S <sup>(1)</sup>	11,000	D	\$ 23.15	137,386.0702	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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy - DF002189)	\$ 14.2466					01/06/2004 <sup>(2)</sup>	01/06/2013	Common Stock
Incentive Stock Option (right to buy - DV003521)	\$ 14.2466					01/06/2004 <sup>(2)</sup>	01/06/2013	Common Stock
Incentive Stock Option (right to buy - T0001054)	\$ 14.2466					01/06/2004 <sup>(2)</sup>	01/06/2013	Common Stock
Incentive Stock Option (right to buy - DV003528)	\$ 14.2466					01/06/2004 <sup>(2)</sup>	01/06/2013	Common Stock

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Incentive Stock Option (right to buy - T0000101)	\$ 17.9107					01/13/2005 <sup>(2)</sup>	01/13/2004	Common Stock
Incentive Stock Option (right to buy - DV003509)	\$ 17.9107					01/13/2005 <sup>(2)</sup>	01/13/2004	Common Stock
Incentive Stock Option (right to buy - T0001706)	\$ 17.9107					01/13/2005 <sup>(2)</sup>	01/13/2014	Common Stock
Incentive Stock Option (right to buy - DV003526)	\$ 17.9107					01/13/2005 <sup>(2)</sup>	01/13/2004	Common Stock
Incentive Stock Option (right to buy - DV003524)	\$ 18.3014					01/07/2006 <sup>(2)</sup>	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy - T0000559)	\$ 7.1707	08/05/2008		M	99,500	01/04/2001 <sup>(2)</sup>	01/04/2010	Common Stock
Non-Qualified Stock Option (right to buy - DV003507)	\$ 7.1707	08/05/2008		M	46,715	01/04/2001 <sup>(2)</sup>	01/04/2010	Common Stock
Non-Qualified Stock Option (right to buy - T0000620)	\$ 7.1707	08/05/2008		M	18,335	01/04/2001 <sup>(2)</sup>	01/04/2010	Common Stock
Non-Qualified Stock Option (right to buy - DV003515)	\$ 7.1707	08/05/2008		M	8,608	01/04/2001 <sup>(2)</sup>	01/04/2010	Common Stock
Non-Qualified Stock Option (right to buy - SF002279)	\$ 8.2601					01/22/2002 <sup>(2)</sup>	01/22/2011	Common Stock
Non-Qualified Stock Option (right to buy - DV003506)	\$ 8.2601					01/22/2002 <sup>(2)</sup>	01/22/2011	Common Stock
	\$ 8.2601					01/22/2002 <sup>(2)</sup>	01/22/2011	

Non-Qualified Stock Option (right to buy - T0000629)				Common Stock
Non-Qualified Stock Option (right to buy - DV003517)	\$ 8.2601		01/22/2002 <sup>(2)</sup> 01/22/2011	Common Stock
Non-Qualified Stock Option (right to buy - DF001746)	\$ 11.6934		01/14/2003 <sup>(2)</sup> 01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy - DV003527)	\$ 11.6934		01/14/2003 <sup>(2)</sup> 01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy - T0000630)	\$ 11.6934		01/14/2003 <sup>(2)</sup> 01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy - DV003518)	\$ 11.6934		01/14/2003 <sup>(2)</sup> 01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy - DF001397)	\$ 11.6934		01/14/2003 <sup>(2)</sup> 01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy - DV003522)	\$ 11.6934		01/14/2003 <sup>(2)</sup> 01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy - T0000628)	\$ 11.6934		01/14/2003 <sup>(2)</sup> 01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy - DV003516)	\$ 11.6934		01/14/2003 <sup>(2)</sup> 01/14/2012	Common Stock

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

SCHENKEL PETE  
2515 MCKINNEY AVENUE, LB 30, SUITE 1200 X  
DALLAS, TX 75201

## Signatures

Katherine K. Connell, Attorney  
In Fact 08/07/2008

\_\_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) Sales are pursuant to a 10b5-1 Sales Plan dated June 11, 2008, between reporting person and Bear, Stearns & Co., Inc., acting as 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 shares of common stock subject to the Option vest ratably in three equal increments commencing on the first anniversary of the grant date.

### Remarks:

CONTINUED ON ADDITIONAL FORM 4 FILED ON THIS SAME DATE.

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