

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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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 *
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 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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	08/05/2008		S(1)	3,300 D \$ 23.16	134,086.0702	D	
Common Stock	08/05/2008		S(1)	2,400 D \$ 23.17	131,686.0702	D	
Common Stock	08/05/2008		S(1)	2,200 D \$ 23.18	129,486.0702	D	
Common Stock	08/05/2008		S(1)	3,100 D \$ 23.2	126,386.0702	D	
Common Stock	08/05/2008		S(1)	5,000 D \$ 23.22	121,386.0702	D	
	08/05/2008		S(1)	1,800 D \$ 23.25	119,586.0702	D	

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Common Stock							
Common Stock	08/05/2008	S ⁽¹⁾	200	D	\$ 23.253	119,386.0702	D
Common Stock	08/05/2008	S ⁽¹⁾	3,198	D	\$ 23.3	116,188.0702	D
Common Stock	08/05/2008	S ⁽¹⁾	400	D	\$ 23.31	115,788.0702	D
Common Stock	08/05/2008	S ⁽¹⁾	6,402	D	\$ 23.32	109,386.0702	D
Common Stock	08/05/2008	S ⁽¹⁾	2,800	D	\$ 23.35	106,586.0702	D
Common Stock	08/05/2008	S ⁽¹⁾	800	D	\$ 23.36	105,786.0702	D
Common Stock	08/05/2008	S ⁽¹⁾	400	D	\$ 23.37	105,386.0702	D
Common Stock	08/05/2008	S ⁽¹⁾	100	D	\$ 23.38	105,286.0702	D
Common Stock	08/05/2008	S ⁽¹⁾	600	D	\$ 23.39	104,686.0702	D
Common Stock	08/05/2008	S ⁽¹⁾	200	D	\$ 23.4	104,486.0702	D
Common Stock	08/05/2008	S ⁽¹⁾	1,100	D	\$ 23.41	103,386.0702	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 Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Title

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			Expiration Date		Amount Number Shares
Non-Qualified Stock Option (right to buy - T0000284)	\$ 14.2466	01/06/2004 ⁽²⁾	01/06/2013	Common Stock	162,9
Non-Qualified Stock Option (right to buy - DV003525)	\$ 14.2466	01/06/2004 ⁽²⁾	01/06/2013	Common Stock	76,5
Non-Qualified Stock Option (right to buy - T0000617)	\$ 14.2466	01/06/2004 ⁽²⁾	01/06/2013	Common Stock	30,0
Non-Qualified Stock Option (right to buy - DV003514)	\$ 14.2466	01/06/2004 ⁽²⁾	01/06/2013	Common Stock	14,1
Non-Qualified Stock Option (right to buy - TU000335)	\$ 14.2466	01/06/2004 ⁽²⁾	01/06/2013	Common Stock	1,3
Non-Qualified Stock Option (right to buy - DV003519)	\$ 14.2466	01/06/2004 ⁽²⁾	01/06/2013	Common Stock	63
Non-Qualified Stock Option (right to buy - DF003318)	\$ 17.9107	01/13/2005 ⁽²⁾	01/13/2014	Common Stock	106,6
Non-Qualified Stock Option (right to buy - DV003523)	\$ 17.9107	01/13/2005 ⁽²⁾	01/13/2014	Common Stock	50,1
Non-Qualified Stock Option (right to buy - T0000679)	\$ 17.9107	01/13/2005 ⁽²⁾	01/13/2014	Common Stock	19,6
Non-Qualified Stock Option (right to buy - DV003513)	\$ 17.9107	01/13/2005 ⁽²⁾	01/13/2014	Common Stock	9,2
Non-Qualified Stock Option (right to buy -	\$ 17.9107	01/13/2005 ⁽²⁾	01/13/2014	Common Stock	19

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TU000337)						
Non-Qualified Stock Option (right to buy - DV003510)	\$ 17.9107	01/13/2005 ⁽²⁾	01/13/2004	Common Stock	92	
Non-Qualified Stock Option (right to buy - DF902443)	\$ 18.3014	01/07/2006 ⁽²⁾	01/07/2015	Common Stock	65,7	
Non-Qualified Stock Option (right to buy - DV003508)	\$ 18.3014	01/07/2006 ⁽²⁾	01/07/2015	Common Stock	30,8	
Non-Qualified Stock Option (right to buy - T0000721)	\$ 18.3014	01/07/2006 ⁽²⁾	01/07/2015	Common Stock	12,1	
Non-Qualified Stock Option (right to buy - DV003512)	\$ 18.3014	01/07/2006 ⁽²⁾	01/07/2015	Common Stock	5,6	
Non-Qualified Stock Option (right to buy - DF902442)	\$ 18.3014	01/07/2006 ⁽²⁾	01/07/2015	Common Stock	5,2	
Non-Qualified Stock Option (right to buy - TU000336)	\$ 18.3014	01/07/2006 ⁽²⁾	01/07/2015	Common Stock	32	
Non-Qualified Stock Option (right to buy - T0001372)	\$ 18.3014	01/07/2006 ⁽²⁾	01/07/2015	Common Stock	64	
Non-Qualified Stock Option (right to buy - DV003529)	\$ 18.3014	01/07/2006 ⁽²⁾	01/07/2015	Common Stock	30	
Non-Qualified Stock Option (right to buy - DV003520)	\$ 18.3014	01/07/2006 ⁽²⁾	01/07/2015	Common Stock	15	
Non-Qualified Stock Option (right to buy - DF004889)	\$ 25.6821	01/13/2007 ⁽²⁾	01/13/2016	Common Stock	262,	

Non-Qualified
 Stock Option \$ 25.6821
 (right to buy -
 DV003511)

01/13/2007⁽²⁾ 01/13/2016

Common
 Stock 123,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHENKEL PETE 2515 MCKINNEY AVENUE, LB 30, SUITE 1200 DALLAS, TX 75201				X

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:

CONTINUATION OF FORM 4 PREVIOUSLY FILED ON THIS DATE.

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.