

DEAN FOODS CO
Form 4
August 20, 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 *
ENGLES GREGG L

(Last) (First) (Middle)

2515 MCKINNEY AVENUE,
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)
08/18/2008

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)

Chairman of the Board and

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/18/2008		M		450,000	A	\$ 11.6934
Common Stock	08/18/2008		M		211,275	A	\$ 11.6934
Common Stock	08/18/2008		M		4,620	A	\$ 11.6934
Common Stock	08/18/2008		M		2,169	A	\$ 11.6934
Common Stock	08/18/2008		M		595,086	A	\$ 11.6934

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Common Stock	08/18/2008	M	279,393	A	\$ 11.6934	4,134,045	D
Common Stock	08/18/2008	M	6,110	A	\$ 11.6934	4,140,155	D
Common Stock	08/18/2008	M	2,869	A	\$ 11.6934	4,143,024	D
Common Stock	08/18/2008	F ⁽¹⁾	733,622	D	\$ 24.73	3,409,402	D
Common Stock	08/18/2008	F ⁽²⁾	298,120	D	\$ 24.73	3,111,282	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 (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy-DF001329)	\$ 11.6934	08/18/2008		M	450,000	01/14/2003 ⁽³⁾	01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy-DV000972)	\$ 11.6934	08/18/2008		M	211,275	01/14/2003 ⁽³⁾	01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy-T0000663)	\$ 11.6934	08/18/2008		M	4,620	01/14/2003 ⁽³⁾	01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy-DV000973)	\$ 11.6934	08/18/2008		M	2,169	01/14/2003 ⁽³⁾	01/14/2012	Common Stock
	\$ 11.6934	08/18/2008		M	595,086	01/14/2003 ⁽³⁾	01/14/2012	

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Non-Qualified Stock Option (right to buy-DF001512)								Common Stock
Non-Qualified Stock Option (right to buy-DV000988)	\$ 11.6934	08/18/2008	M	279,393	01/14/2003 ⁽³⁾	01/14/2012		Common Stock
Non-Qualified Stock Option (right to buy-T0000675)	\$ 11.6934	08/18/2008	M	6,110	01/14/2003 ⁽³⁾	01/14/2012		Common Stock
Non-Qualified Stock Option (right to buy-DV000990)	\$ 11.6934	08/18/2008	M	2,869	01/14/2003 ⁽³⁾	01/14/2012		Common Stock
Non-Qualified Stock Option (right to buy-DF002188)	\$ 14.2466				01/06/2004 ⁽³⁾	01/06/2013		Common Stock
Non-Qualified Stock Option (right to buy-DV000987)	\$ 14.2466				01/06/2004 ⁽³⁾	01/06/2013		Common Stock
Non-Qualified Stock Option (right to buy-T0000656)	\$ 14.2466				01/06/2004 ⁽³⁾	01/06/2013		Common Stock
Non-Qualified Stock Option (right to buy-DV000992)	\$ 14.2466				01/06/2004 ⁽³⁾	01/06/2013		Common Stock
Non-Qualified Stock Option (right to buy-TU000181)	\$ 17.9107				01/13/2005 ⁽³⁾	01/13/2014		Common Stock
Non-Qualified Stock Option (right to buy-DV000991)	\$ 17.9107				01/13/2005 ⁽³⁾	01/13/2014		Common Stock
Non-Qualified Stock Option (right to buy-TU000183)	\$ 17.9107				01/13/2005 ⁽³⁾	01/13/2014		Common Stock
	\$ 17.9107				01/13/2005 ⁽³⁾	01/13/2014		

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Non-Qualified Stock Option (right to buy-DV000976)				Common Stock
Non-Qualified Stock Option (right to buy-DF003303)	\$ 17.9107	01/13/2005 ⁽³⁾	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy-DV000975)	\$ 17.9107	01/13/2005 ⁽³⁾	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy-T0000901)	\$ 17.9107	01/13/2005 ⁽³⁾	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy-DV000989)	\$ 17.9107	01/13/2005 ⁽³⁾	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy-TU000182)	\$ 18.3014	01/07/2006 ⁽³⁾	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy-DV000977)	\$ 18.3014	01/07/2006 ⁽³⁾	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy-DF902595)	\$ 18.3014	01/07/2006 ⁽³⁾	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy DV000986)	\$ 18.3014	01/07/2006 ⁽³⁾	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy-T0000619)	\$ 18.3014	01/07/2006	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy-DV000993)	\$ 18.3014	01/07/2006 ⁽³⁾	01/07/2015	Common Stock
	\$ 25.6821	01/13/2007 ⁽³⁾	01/13/2016	

Non-Qualified Stock Option (right to buy-DF004886)					Common Stock
Non-Qualified Stock Option (right to buy-DV000978)	\$ 25.6821		01/13/2007 ⁽³⁾	01/13/2016	Common Stock
Non-Qualified Stock Option (right to buy-DF005346)	\$ 30.1121		02/12/2008 ⁽³⁾	02/12/2017	Common Stock
Non-Qualified Stock Option (right to buy-DV000981)	\$ 30.1121		02/12/2008 ⁽³⁾	02/12/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ENGLES GREGG L 2515 MCKINNEY AVENUE, SUITE 1200 DALLAS, TX 75201	X		Chairman of the Board and	

Signatures

Katherine K. Connell, Attorney In Fact	08/20/2008
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Delivery of already-owned shares as payment of exercise price.
- (2) Shares received from exercise withheld to satisfy tax obligations incurred due to the exercise of stock options.
- (3) 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:

FIRST OF TWO (2) FORM 4s FILED ON THIS SAME 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.