DEAN FOODS CO Form 4 July 02, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading KIRK RONALD Issuer Symbol DEAN FOODS CO [DF] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Officer (give title Other (specify 3700 TRAMMELL CROW 06/30/2008 below) CENTER, 2001 ROSS AVENUE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

DALLAS, TX 75201

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	ecuri	ties Ac	quired, Disposed	of, or Beneficial	lly 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 on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	06/30/2008		A	1,108 (1)	A	\$0	19,348	D	
Common Stock	06/30/2008		M	850 (2)	A	\$0	20,198	D	
Common Stock	06/30/2008		M	399 (2)	A	\$0	20,597	D	
Common Stock	06/30/2008		M	850 (3)	A	\$0	21,447	D	
Common Stock	06/30/2008		M	399 (3)	A	\$0	21,846	D	

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Common 06/30/2008 M 850 (4) A \$ 0 22,696 D Stock

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)	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	Securit Acquire	tive ies ed (A) oosed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy-DF002878)	\$ 18.1003						06/30/2003(5)	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy-DV002206)	\$ 18.1003						06/30/2003(5)	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy-T0000783)	\$ 18.1003						06/30/2003(5)	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy-DV002203)	\$ 18.1003						06/30/2003(5)	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy-DF003667)	\$ 21.4389						06/30/2004(5)	06/30/2014	Common Stock
Non-Qualified Stock Option (right to buy-DV002201)	\$ 21.4389						06/30/2004(5)	06/30/2014	Common Stock

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Non-Qualified Stock Option (right to buy-T0000793)	\$ 21.4389						06/30/2004(5)	06/30/2014	Common Stock
Non-Qualified Stock Option (right to buy-DV002202	\$ 21.4389						06/30/2004(5)	06/30/2014	Common Stock
Non-Qualified Stock Option (right to buy-DF905921)	\$ 23.9808						06/30/2005(5)	06/30/2015	Common Stock
Non-Qualified Stock Option (right to buy-DV002204)	\$ 23.9808						06/30/2005(5)	06/30/2015	Common Stock
Non-Qualified Stock Option (right to buy-DF005294)	\$ 25.3078						06/30/2006(5)	06/30/2016	Common Stock
Non-Qualified Stock Option (right to buy-DV002205)	\$ 25.3078						06/30/2006(5)	06/30/2016	Common Stock
Non-Qualified Stock Option (right to buy-DF005999)	\$ 31.87						06/30/2007(5)	06/30/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 19.62	06/30/2008	A	A	7,500		06/30/2008(6)	06/30/2018	Common Stock
Restricted Stock Units (DF905932)	\$ 0	06/30/2008	N	М		850 (2)	06/30/2006(7)	06/30/2015	Common Stock
Restricted Stock Units (DV005402)	\$ 0	06/30/2008	N	М		399 (2)	06/30/2006(7)	06/30/2015	Common Stock
Restricted Stock Units (DU003820)	\$ 0	06/30/2008	N	М		850 (3)	06/30/2007(7)	06/30/2016	Common Stock
Restricted Stock Units (DV005206)	\$ 0	06/30/2008	N	М		399 (3)	06/30/2007(7)	06/30/2016	Common Stock
Restricted Stock Units	\$ 0	06/30/2008	N	М		850 (4)	06/30/2008(7)	06/30/2017	Common Stock

(DU003931)

Restricted Stock \$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

KIRK RONALD 3700 TRAMMELL CROW CENTER 2001 ROSS AVENUE DALLAS, TX 75201



Signatures

Ron Kirk, By Marilyn M. Miville, 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).
- These are restricted shares issued under the Issuer's 2007 Stock Incentive Plan in payment of fees owed for services as an independent 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.
- (2) Represents shares of common stock of the Issuer issued on the final vesting date of a 06/30/2005 award of Restricted Stock Units ("RSUs").
- (3) Represents shares of common stock of the Issuer issued on the second vesting date of a 06/30/2006 award of RSUs.
- (4) Represents shares of common stock of the Issuer issued on the first vesting date of a 06/30/2007 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 automatically granted 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 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. 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.

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