

DEAN FOODS CO  
Form 4  
January 09, 2007

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
McCRUMMEN RONALD 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)  
01/07/2007

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

SVP &amp; Chief Accounting Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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)
Common Stock	01/07/2007		M	(A) or (D) 1,658 (1)	\$ 0	11,017.281	D
Common Stock	01/07/2007		F	541 (1)	\$ 41.26	10,476.281	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

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**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 Underlying Security (Instr. 3 and 4)	8. Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Units (DF902059)	\$ 0	01/07/2007		M	1,400 (1)	01/07/2006 <sup>(2)</sup>	01/07/2015	Common Stock
Stock Units (TU905692)	\$ 0	01/07/2007		M	258 (1)	01/07/2006 <sup>(2)</sup>	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy - DF003693)	\$ 24.9436					10/08/2005 <sup>(3)</sup>	10/08/2014	Common Stock
Non-Qualified Stock Option (right to buy - T0003488)	\$ 24.9436					10/08/2005 <sup>(3)</sup>	10/08/2014	Common Stock
Non-Qualified Stock Option (right to buy - DF902537)	\$ 26.8941					01/07/2006 <sup>(3)</sup>	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy - T0000891)	\$ 26.8941					01/07/2006 <sup>(3)</sup>	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy - TU000301)	\$ 26.8941					01/07/2006 <sup>(3)</sup>	01/07/2015	Common Stock
Incentive Stock Option (right to buy - DF003692)	\$ 24.9436					10/08/2005 <sup>(4)</sup>	10/08/2014	Common Stock
Incentive Stock Option (right to buy - T0003487)	\$ 24.9436					10/08/2005 <sup>(4)</sup>	10/08/2014	Common Stock

Incentive Stock Option (right to buy - DF902536)	\$ 26.8941	01/07/2006 <sup>(4)</sup>	01/07/2015	Common Stock
Incentive Stock Option (right to buy - T0001757)	\$ 26.8941	01/07/2006 <sup>(4)</sup>	01/07/2015	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCRUMMEN RONALD L 2515 MCKINNEY AVENUE SUITE 1200 DALLAS,, TX 75201			SVP & Chief Accounting Officer	

## Signatures

Ronald L. McCrummen	01/09/2007
<u>                    </u> 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).
- The reporting person was entitled to receive a total of 1,658 shares of common stock of the Issuer pursuant to the vesting provisions in the
- (1) 2005 Award of Deferred Stock Units ("DSUs"). A total of 541 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 1,117 net shares of common stock.
- A Stock Unit, which is issued under the Company's 1989 Stock Awards Plan, is a right to receive one share of Common Stock of the
- (2) Issuer in the future, subject to the terms and conditions of the award agreement. The units vest annually, on a prorata basis, over a five-year period beginning on the first anniversary date of grant, subject to certain accelerated vesting provisions.
- (3) The non-qualified stock options were issued under the Issuer's 1997 Amended and Restated Stock Option and Restricted Stock Plan, and vest annually, on a prorata basis, over a three-year period beginning on the first anniversary of the date of grant.
- (4) The incentive stock options were issued under the Issuer's 1997 Amended and Restated Stock Option and Restricted Stock Plan, and 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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