

DEAN FOODS CO
Form 4
May 22, 2007

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 *
LLEWELLYN JOHN H JR

(Last) (First) (Middle)

ONE STEAMBOAT LANE

(Street)

HINGHAM, MA 02043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DEAN FOODS CO [DF]

3. Date of Earliest Transaction
(Month/Day/Year)
05/18/2007

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 Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474 (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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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Derivative Security			(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
			Code	V					
Restricted Stock Units (DU000112)	\$ 0	05/18/2007 ⁽¹⁾	M		850	06/30/2005 ⁽²⁾	06/30/2014	Common Stock	850
Restricted Stock Units (DV005419)	\$ 0	05/18/2007 ⁽¹⁾	M		399	06/30/2004 ⁽²⁾	06/30/2014	Common Stock	399
Restricted Stock Units (TU905760)	\$ 0	05/18/2007 ⁽¹⁾	M		156	06/27/2005 ⁽²⁾	06/30/2013	Common Stock	156
Restricted Stock Units (DV005393)	\$ 0	05/18/2007 ⁽¹⁾	M		73	06/30/2004 ⁽²⁾	06/30/2014	Common Stock	73
Restricted Stock Units (DF905933)	\$ 0	05/18/2007 ⁽¹⁾	M		1,700	06/30/2006 ⁽²⁾	06/30/2015	Common Stock	1,700
Restricted Stock Units (DV005403)	\$ 0	05/18/2007 ⁽¹⁾	M		798	06/30/2005 ⁽²⁾	06/30/2015	Common Stock	798
Restricted Stock Units (DU003821)	\$ 0	05/18/2007 ⁽¹⁾	M		2,550	06/30/2007 ⁽²⁾	06/30/2016	Common Stock	2,550
Restricted Stock Units (DV005207)	\$ 0	05/18/2007 ⁽¹⁾	M		1,197	06/30/2006 ⁽²⁾	06/30/2016	Common Stock	1,197

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LLEWELLYN JOHN H JR ONE STEAMBOAT LANE HINGHAM, MA 02043	X			

Signatures

John S.
Llewellyn, Jr.

05/22/2007

__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 became entitled to receive 7,723 shares of common stock of the Issuer pursuant to the provisions in the Directors
(1) Restricted Stock Unit Award Agreement which provides for accelerated vesting upon the reporting person's Qualifying Retirement from the Board of Directors.

The reporting person has received an award of Restricted Stock Units ("RSUs") which is a right to receive shares of common stock of the
(2) Issuer in the future, 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 date of the grant.

Due to a special cash dividend of \$15.00, paid by Issuer on April 2, 2007, to shareholders of record on March 27, 2007, the number of
(3) RSUs has been adjusted to maintain the value of the RSU award, post-dividend.

Remarks:

CONTINUATION OF FORM 4 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.

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