

DEAN FOODS CO
Form 4
November 16, 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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(Print or Type Responses)

1. Name and Address of Reporting Person *
BERNON ALAN J

(Last) (First) (Middle)

4301 BELCLAIRE AVENUE

(Street)

DALLAS, TX 75205

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

DEAN FOODS CO [DF]

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

11/15/2007

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

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

**Persons who respond to the collection of
information contained in this form are not
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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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Am Underlying Secu (Instr. 3 and 4)
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	Derivative Security		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A N S
Non-Qualified Stock Option (right to buy-NQ004566)	\$ 18.3014	11/15/2007		M			151	01/10/2006 ⁽¹⁾	01/10/2015	Common Stock	
Non-Qualified Stock Option (right to buy-DF004888)	\$ 25.6821							01/13/2007 ⁽¹⁾	01/13/2016	Common Stock	2
Non-Qualified Stock Option (right to buy-DV000251)	\$ 25.6821							01/13/2007 ⁽¹⁾	01/13/2016	Common Stock	1
Non-Qualified Stock Option (right to buy-NQ004887)	\$ 25.6821							01/13/2007 ⁽¹⁾	01/13/2016	Common Stock	
Non-Qualified Stock Option (right to buy-NQ004462)	\$ 25.6821							01/13/2007 ⁽¹⁾	01/13/2016	Common Stock	
Non-Qualified Stock Option (right to buy-DF005345)	\$ 30.1121							02/12/2008 ⁽¹⁾	02/12/2017	Common Stock	4
Non-Qualified Stock Option (right to buy-DV000250)	\$ 30.1121							02/12/2008 ⁽¹⁾	01/12/2017	Common Stock	2
Non-Qualified Stock Option (right to buy-NQ005340)	\$ 30.1121							02/12/2008 ⁽¹⁾	02/12/2017	Common Stock	
Non-Qualified Stock Option (right to buy-NQ000263)	\$ 30.1121							02/12/2008 ⁽¹⁾	02/12/2017	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BERNON ALAN J 4301 BELCLAIRE AVENUE DALLAS, TX 75205	X

Signatures

Alan J. Bernon 11/16/2007

____Signature of Date
Reporting Person

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) Converted to Non-Qualified Stock Option from Incentive Stock Option because of accelerated vesting on September 28, 2007.

Remarks:

SECOND OF TWO (2) FORM 4s FILED ON 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.