

DEAN FOODS CO
Form 4
February 14, 2008

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fehr Richard

(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)

02/12/2008

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 ____X____ Other (specify
below) below)

Senior Vice President / Business
Optimization, DSD Grp

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)
			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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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction Number	5. Expiration Date	6. Date Exercisable and	7. Title and Amount Underlying Security
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(Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nun of S
Non-Qualified Stock Option (right to buy-DF002204)	\$ 14.2466						01/06/2004 ⁽¹⁾	01/06/2013	Common Stock	70,
Incentive Stock Option (right to buy-DF002203)	\$ 14.2466						01/06/2004 ⁽¹⁾	01/06/2013	Common Stock	4,
Non-Qualified Stock Option (right to buy-T0000605)	\$ 14.2466						01/06/2004 ⁽¹⁾	01/06/2013	Common Stock	13,
Incentive Stock Option (right to buy-T0001049)	\$ 14.2466						01/06/2004 ⁽¹⁾	01/06/2013	Common Stock	7
Non-Qualified Stock Option (right to buy-DV001088)	\$ 14.2466						01/06/2004 ⁽¹⁾	01/06/2013	Common Stock	33,
Incentive Stock Option (right to buy-DV001091)	\$ 14.2466						01/06/2004 ⁽¹⁾	01/06/2013	Common Stock	1,
Non-Qualified Stock Option (right to buy-DV001085)	\$ 14.2466						01/06/2004 ⁽¹⁾	01/06/2013	Common Stock	6,
Incentive Stock Option (right to buy-DV001071)	\$ 14.2466						01/06/2004 ⁽¹⁾	01/06/2013	Common Stock	3
Non-Qualified Stock Option (right to buy-DF003305)	\$ 17.9107						01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	46,
Incentive Stock Option (right to	\$ 17.9107						01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	1,

buy-DF003304)						
Non-Qualified Stock Option (right to buy-TU000185)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	1,	
Incentive Stock Option (right to buy-T0000697)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	8,	
Incentive Stock Option (right to buy-T0001770)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	3	
Non-Qualified Stock Option (right to buy-TU000186)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	1	
Non-Qualified Stock Option (right to buy-DV001066)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	21	
Non-Qualified Stock Option (right to buy-DF001054)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	4,	
Non-Qualified Stock Option (right to buy-DV001057)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	9	
Incentive Stock Option (right to buy-DV001065)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	5	
Incentive Stock Option (right to buy-DV001078)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	1	
Non-Qualified Stock Option (right to buy-DV001058)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	9	
Non-Qualified Stock Option (right to buy-DF902241)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	24,	
Incentive Stock Option (right to buy-DF902240)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	5,	

Non-Qualified Stock Option (right to buy-T0000806)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	4,
Incentive Stock Option (right to buy-T0001367)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	6
Non-Qualified Stock Option (right to buy-TU000187)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	3
Non-Qualified StockOption (right to buy-DV001069)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	11
Incentive Stock Option (right to buy-DV001068)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	2,
Non-Qualified Stock Option (right to buy-DV001055)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	2,
Incentive Stock Option (right to buy-DV001070)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	3
Non-Qualified Stock Option (right to buy-DV001059)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fehr Richard 2515 MCKINNEY AVENUE, SUITE 1200 DALLAS, TX 75201			Senior Vice President	Business Optimization, DSD Grp

Signatures

Richard Fehr 02/14/2008

 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).
- (1) 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:

SECOND OF THREE (3) 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.
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