

DEAN FOODS CO
Form 4
May 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 *
NEVARES HECTOR M

(Last) (First) (Middle)

BOLIVIA 33 -- SUITE 303

(Street)

HATO REY, PR 00917

(City) (State) (Zip)

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

DEAN FOODS CO [DF]

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

05/12/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ 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.

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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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)

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	Derivative Security	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
		Code	V				
Non-Qualified Stock Option (right to buy-DF003670)	\$ 21.4389			06/30/2004 ⁽¹⁾	06/30/2014	Common Stock	7,500
Non-Qualified Stock Option (right to buy-DV002988)	\$ 21.4389			06/30/2004 ⁽¹⁾	06/30/2014	Common Stock	3,500
Non-Qualified Stock Option (right to buy-T0000796)	\$ 21.4389			06/30/2004 ⁽¹⁾	06/30/2014	Common Stock	1,500
Non-Qualified Stock Option (right to buy-DV003001)	\$ 21.4389			06/30/2004 ⁽¹⁾	06/30/2014	Common Stock	6,000
Non-Qualified Stock Option (right to buy-DF905924)	\$ 23.9808			06/30/2005 ⁽¹⁾	06/30/2015	Common Stock	7,500
Non-Qualified Stock Option (right to buy-DV002989)	\$ 23.9808			06/30/2005 ⁽¹⁾	06/30/2015	Common Stock	3,500
Non-Qualified Stock Option (right to buy-DF005297)	\$ 25.3078			06/30/2006 ⁽¹⁾	06/30/2016	Common Stock	7,500
Non-Qualified Stock Option (right to buy-DV002998)	\$ 25.3078			06/30/2006 ⁽¹⁾	06/30/2016	Common Stock	3,500
Non-Qualified Stock Option (right to buy-DF006001)	\$ 31.87			06/29/2007 ⁽¹⁾	06/29/2017	Common Stock	7,500

Restricted Stock Units (DU905935)	\$ 0	06/30/2006 ⁽²⁾	06/30/2015	Common Stock	8
Restricted Stock Units (DV005405)	\$ 0	06/30/2006 ⁽²⁾	06/30/2015	Common Stock	3
Restricted Stock Units (DU003823)	\$ 0	06/30/2007 ⁽²⁾	06/30/2016	Common Stock	8
Restricted Stock Units (DV005209)	\$ 0	06/30/2007 ⁽²⁾	06/30/2016	Common Stock	3
Restricted Stock Units (DU003933)	\$ 0	06/29/2008 ⁽²⁾	06/29/2017	Common Stock	2,4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEVARES HECTOR M BOLIVIA 33 -- SUITE 303 HATO REY, PR 00917	X			

Signatures

Hector M. Nevares by Angela B. Miro as
Attorney-In-Fact

05/14/2008

****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 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.

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.

Remarks:

CONTINUED FROM PREVIOUS 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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