

Kroeker Harrald F.K.  
 Form 4  
 December 02, 2008

**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 \*  
 Kroeker Harrald F.K.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 2515 MCKINNEY AVENUE, SUITE 1200  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/01/2008

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President-DSD Group

DALLAS, TX 75201

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 (Instr. 4)
				(A) or (D) Price			
Common Stock	12/01/2008		M	2,939 A \$ 0	5,878	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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units (DU003828)	\$ 0	12/01/2008		M	2,000	12/01/2007 <sup>(1)</sup>	12/01/2016	Common Stock
Restricted Stock Units (DV005215)	\$ 0	12/01/2008		M	939	12/01/2007 <sup>(1)</sup>	12/01/2016	Common Stock
Restricted Stock Units (DU003837)	\$ 0					02/12/2008 <sup>(1)</sup>	02/12/2017	Common Stock
Restricted Stock Units (DV005224)	\$ 0					02/12/2008 <sup>(1)</sup>	02/12/2017	Common Stock
Restricted Stock Units (DU004317)	\$ 0					01/15/2009 <sup>(1)</sup>	01/15/2018	Common Stock
Non-Qualified Stock Option (right to buy-DF005325)	\$ 29.0914					12/01/2007 <sup>(2)</sup>	12/01/2016	Common Stock
Non-Qualified Stock Option (right to buy-DV002289)	\$ 29.0914					12/01/2007 <sup>(2)</sup>	12/01/2016	Common Stock
Non-Qualified Stock Option (right to buy-DF005943)	\$ 30.1121					02/12/2008 <sup>(2)</sup>	02/12/2017	Common Stock
Non-Qualified Stock Option (right to buy-DV002290)	\$ 30.1121					02/12/2008 <sup>(2)</sup>	02/12/2017	Common Stock
Non-Qualified Stock Option (right to	\$ 25.37					01/15/2009 <sup>(2)</sup>	01/15/2018	Common Stock

buy-DF006438)

Incentive Stock

Option (right to \$ 30.1121

buy-DF005353)

02/12/2008<sup>(2)</sup> 02/12/2017

Common  
Stock

Incentive Stock

Option (right to \$ 30.1121

buy-DV002291)

02/12/2008<sup>(2)</sup> 02/12/2017

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kroeker Harrald F.K. 2515 MCKINNEY AVENUE SUITE 1200 DALLAS, TX 75201			President-DSD Group	

## Signatures

Angela B. Miro,  
Attorney-in-Fact

12/02/2008

    \*\*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).

The reporting person has received an award of RSUs, which is a right to receive shares of common stock of the Issuer in the future,

(1) subject to the terms and conditions of the RSU Award Agreement. The RSUs vest annually, on a prorata basis, over a five-year period beginning on the first anniversary of the date of grant.

(2) The shares of common stock subject to the Option vest ratably in three equal increments commencing on the first anniversary of the grant 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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