

DEAN FOODS CO
Form 4
January 05, 2009

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 *
TURNER JIM L

(Last) (First) (Middle)

JLT BEVERAGES L.P., 5950
SHERRY LANE STE 370

(Street)

DALLAS, TX 75225

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2008

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V		
					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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)

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	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nur of S
Non-Qualified Stock Option (right to buy-SF502508)	\$ 10.1707								06/29/2001 ⁽¹⁾	06/29/2011	Common Stock	3,
Non-Qualified Stock Option (right to buy-DV003982)	\$ 10.1707								06/29/2001 ⁽¹⁾	06/29/2011	Common Stock	1,
Non-Qualified Stock Option (right to buy-T0700758)	\$ 10.1707								06/29/2001 ⁽¹⁾	06/29/2011	Common Stock	1,
Non-Qualified Stock Option (right to buy-DV003972)	\$ 10.1707								06/29/2001 ⁽¹⁾	06/29/2011	Common Stock	6
Non-Qualified Stock Option (right to buy-T0500758)	\$ 10.1707								06/29/2001 ⁽¹⁾	06/29/2011	Common Stock	7
Non-Qualified Stock Option (right to buy-DV003984)	\$ 10.1707								06/29/2001 ⁽¹⁾	06/29/2011	Common Stock	3
Non-Qualified Stock Option (right to buy-SF602508)	\$ 10.1707								06/29/2001 ⁽¹⁾	06/29/2011	Common Stock	7,
Non-Qualified Stock Option (right to buy-DV003987)	\$ 10.1707								06/29/2001 ⁽¹⁾	06/29/2011	Common Stock	3,
Non-Qualified Stock Option (right to buy-SF402508)	\$ 10.1707								06/29/2001 ⁽¹⁾	06/29/2011	Common Stock	3,

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Non-Qualified Stock Option (right to buy-DV003996)	\$ 10.1707	06/29/2001 ⁽¹⁾	06/29/2011	Common Stock	1,
Non-Qualified Stock Option (right to buy-T0600757)	\$ 10.1707	06/29/2001 ⁽¹⁾	06/29/2011	Common Stock	1,
Non-Qualified Stock Option (right to buy-DV003988)	\$ 10.1707	06/29/2001 ⁽¹⁾	06/29/2011	Common Stock	6
Non-Qualified Stock Option (right to buy-T0400757)	\$ 10.1707	06/29/2001 ⁽¹⁾	06/29/2011	Common Stock	7
Non-Qualified Stock Option (right to buy-DV003995)	\$ 10.1707	06/29/2001 ⁽¹⁾	06/29/2011	Common Stock	3
Non-Qualified Stock Option (right to buy-DF902174)	\$ 14.2351	07/01/2002 ⁽¹⁾	07/01/2012	Common Stock	11,
Non-Qualified Stock Option (right to buy-DV003980)	\$ 14.2351	07/01/2002 ⁽¹⁾	07/01/2012	Common Stock	5,
Non-Qualified Stock Option (right to buy-T0000760)	\$ 14.2351	07/01/2002 ⁽¹⁾	07/01/2012	Common Stock	2,
Non-Qualified Stock Option (right to buy-DV003975)	\$ 14.2351	07/01/2002 ⁽¹⁾	07/01/2012	Common Stock	9
Non-Qualified Stock Option (right to buy-DF802174)	\$ 14.2351	07/01/2002 ⁽¹⁾	07/01/2012	Common Stock	11,
Non-Qualified Stock Option (right to buy-DV003998)	\$ 14.2351	07/01/2002 ⁽¹⁾	07/01/2012	Common Stock	5,
	\$ 14.2351	07/01/2002 ⁽¹⁾	07/01/2012		2,

Non-Qualified Stock Option (right to buy-T0000759)				Common Stock	
Non-Qualified Stock Option (right to buy-DV003991)	\$ 14.2351		07/01/2002 ⁽¹⁾	07/01/2012	Common Stock 9
Non-Qualified Stock Option (right to buy-DF902883)	\$ 18.1003		06/30/2003 ⁽¹⁾	06/30/2013	Common Stock 3,
Non-Qualified Stock Option (right to buy-DV003981)	\$ 18.1003		06/30/2003 ⁽¹⁾	06/30/2013	Common Stock 1,
Non-Qualified Stock Option (right to buy-T0001026)	\$ 18.1003		06/30/2003 ⁽¹⁾	06/30/2013	Common Stock 6
Non-Qualified Stock Option (right to buy-DV003973)	\$ 18.1003		06/30/2003 ⁽¹⁾	06/30/2013	Common Stock 3
Non-Qualified Stock Option (right to buy-DF802883)	\$ 18.1003		06/30/2003 ⁽¹⁾	06/30/2013	Common Stock 3,
Non-Qualified Stock Option (right to buy-DV003993)	\$ 18.1003		06/30/2003 ⁽¹⁾	06/30/2013	Common Stock 1,
Non-Qualified Stock Option (right to buy-T0001025)	\$ 18.1003		06/30/2003 ⁽¹⁾	06/30/2013	Common Stock 6
Non-Qualified Stock Option (right to buy-DV003992)	\$ 18.1003		06/30/2003 ⁽¹⁾	06/30/2013	Common Stock 3

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TURNER JIM L
JLT BEVERAGES L.P. X
5950 SHERRY LANE STE 370
DALLAS, TX 75225

Signatures

Angela B. Miro, 01/05/2009
Attorney-In-Fact

__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.
 - (2) Mr. Turner disclaims beneficial ownership of all shares and options not directly owned by him.

Remarks:

SECOND OF THREE (3) 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.