

Fehr Richard  
Form 4  
January 20, 2009

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
01/15/2009

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 below) \_\_\_\_X\_\_\_\_ Other (specify 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 01/15/2009                              |                                                             | M                                       | (A)<br>or<br>(D)<br>A                                                      | 3,400<br>(1)<br>\$ 0<br>(1)                                                                                        | 149,766                                                              | D                                                                 |

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  
required to respond unless the form  
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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 Amount of Underlying Security (Instr. 3 and 4) |
|----------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|                                                    |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable<br>Expiration Date                      | Title<br>Amount<br>Number of Shares                         |
| Non-Qualified Stock Option (right to buy-LS001299) | \$ 6.5602                                              |                                      |                                                    |                                |                                                                                         | 06/04/2000 <sup>(2)</sup> 06/04/2009                     | Common Stock 40                                             |
| Non-Qualified Stock Option (right to buy-T0000611) | \$ 6.5602                                              |                                      |                                                    |                                |                                                                                         | 06/04/2000 <sup>(2)</sup> 06/04/2009                     | Common Stock 13                                             |
| Non-Qualified Stock Option (right to buy-DV001089) | \$ 6.5602                                              |                                      |                                                    |                                |                                                                                         | 06/04/2000 <sup>(2)</sup> 06/04/2009                     | Common Stock 10                                             |
| Non-Qualified Stock Option (right to buy-SE001689) | \$ 7.1707                                              |                                      |                                                    |                                |                                                                                         | 01/04/2001 <sup>(2)</sup> 01/04/2010                     | Common Stock 12                                             |
| Non-Qualified Stock Option (right to buy-T0000626) | \$ 7.1707                                              |                                      |                                                    |                                |                                                                                         | 01/04/2001 <sup>(2)</sup> 01/04/2010                     | Common Stock 22                                             |
| Non-Qualified Stock Option (right to buy-DV001062) | \$ 7.1707                                              |                                      |                                                    |                                |                                                                                         | 01/04/2001 <sup>(2)</sup> 01/04/2010                     | Common Stock 56                                             |
| Non-Qualified Stock Option (right to buy-DV001056) | \$ 7.1707                                              |                                      |                                                    |                                |                                                                                         | 01/04/2001 <sup>(2)</sup> 01/04/2010                     | Common Stock 10                                             |
| Non-Qualified Stock Option (right to buy-SF002318) | \$ 8.2601                                              |                                      |                                                    |                                |                                                                                         | 01/22/2002 <sup>(2)</sup> 01/22/2011                     | Common Stock 10                                             |
| Incentive Stock Option (right to                   | \$ 8.2601                                              |                                      |                                                    |                                |                                                                                         | 01/22/2002 <sup>(2)</sup> 01/22/2011                     | Common Stock 13                                             |

|                                                             |            |  |                           |            |                 |    |
|-------------------------------------------------------------|------------|--|---------------------------|------------|-----------------|----|
| buy-SF002317)                                               |            |  |                           |            |                 |    |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-T0000621) | \$ 8.2601  |  | 01/22/2002 <sup>(2)</sup> | 01/22/2011 | Common<br>Stock | 19 |
| Incentive Stock<br>Option (right to<br>buy-T0000683)        | \$ 8.2601  |  | 01/22/2002 <sup>(2)</sup> | 01/22/2011 | Common<br>Stock | 2  |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-DV001067) | \$ 8.2601  |  | 01/22/2002 <sup>(2)</sup> | 01/22/2011 | Common<br>Stock | 49 |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-DV001082) | \$ 8.2601  |  | 01/22/2002 <sup>(2)</sup> | 01/22/2011 | Common<br>Stock | 9  |
| Incentive Stock<br>Option (right to<br>buy-DV001073)        | \$ 8.2601  |  | 01/22/2002 <sup>(2)</sup> | 01/22/2011 | Common<br>Stock | 6  |
| Incentive Stock<br>Option (right to<br>buy-DV001080)        | \$ 8.2601  |  | 01/22/2002 <sup>(2)</sup> | 01/22/2011 | Common<br>Stock | 1  |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-DF001514) | \$ 11.6934 |  | 01/14/2003 <sup>(2)</sup> | 01/14/2012 | Common<br>Stock | 11 |
| Incentive Stock<br>Option (right to<br>buy-DF001515)        | \$ 11.6934 |  | 01/14/2003 <sup>(2)</sup> | 01/14/2012 | Common<br>Stock | 4  |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-DF001330) | \$ 11.6934 |  | 01/14/2003 <sup>(2)</sup> | 01/14/2012 | Common<br>Stock | 75 |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-T0000624) | \$ 11.6934 |  | 01/14/2003 <sup>(2)</sup> | 01/14/2012 | Common<br>Stock | 21 |
| Incentive Stock<br>Option (right to<br>buy-T0000945)        | \$ 11.6934 |  | 01/14/2003 <sup>(2)</sup> | 01/14/2012 | Common<br>Stock | 9  |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-T0000614) | \$ 11.6934 |  | 01/14/2003 <sup>(2)</sup> | 01/14/2012 | Common<br>Stock | 13 |

|                                                             |            |                           |            |                 |    |
|-------------------------------------------------------------|------------|---------------------------|------------|-----------------|----|
| Non-Qualified<br>Stock Option<br>(right to<br>buy-DV001090) | \$ 11.6934 | 01/14/2003 <sup>(2)</sup> | 01/14/2012 | Common<br>Stock | 54 |
| Incentive Stock<br>Option (right to<br>buy-DV001064)        | \$ 11.6934 | 01/14/2003 <sup>(2)</sup> | 01/14/2012 | Common<br>Stock | 2  |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-DV001063) | \$ 11.6934 | 01/14/2003 <sup>(2)</sup> | 01/14/2012 | Common<br>Stock | 35 |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-DV001083) | \$ 11.6934 | 01/14/2003 <sup>(2)</sup> | 01/14/2012 | Common<br>Stock | 9  |
| Incentive Stock<br>Option (right to<br>buy-DV001072)        | \$ 11.6934 | 01/14/2003 <sup>(2)</sup> | 01/14/2012 | Common<br>Stock | 4  |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-DV001081) | \$ 11.6934 | 01/14/2003 <sup>(2)</sup> | 01/14/2012 | Common<br>Stock | 6  |

## Reporting Owners

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

## Signatures

Angela B. Miro,  
Attorney-in-Fact

01/20/2009

\_\_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 reporting person was entitled to receive a total of 3,400 shares of common stock of the Issuer pursuant to the vesting provisions in the 2008 Award of Restricted Stock units ("RSUs").
- (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.

**Remarks:**

FIRST 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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