Fehr Richard
Form 4
January 20, 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 *
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 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	(A) or (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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and A Underlying Se

(Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)		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
Non-Qualified Stock Option (right to buy-DF004923)	$ 25.6821							01/13/2007 (1)	01/13/2016	Common Stock
Incentive Stock Option (right to buy-DF004922)	$ 25.6821							01/13/2007 (1)	01/13/2016	Common Stock
Non-Qualified Stock Option (right to buy-DV001061)	$ 25.6821							01/13/2007 (1)	01/13/2016	Common Stock
Incentive Stock Option (right to buy-DV001060)	$ 25.6821							01/13/2007 (1)	01/13/2016	Common Stock
Restricted Stock Units (DU003752)	$ 0							01/13/2007 (2)	01/13/2016	Common Stock
Restricted Stock Units (DV005428)	$ 0							01/13/2009 (2)	01/13/2016	Common Stock
Non-Qualified Stock Option (right to buy-DF005942)	$ 30.1121							02/12/2008 (1)	02/12/2017	Common Stock
Incentive Stock Option (right to buy-DF005352)	$ 30.1121							02/12/2010 (1)	02/10/2017	Common Stock
Non-Qualified Stock Option (right to buy-DV001077)	$ 30.1121							02/12/2008 (1)	02/12/2017	Common Stock
Incentive Stock Option (right to buy-DV001076)	$ 30.1121							02/12/2008 (1)	02/12/2017	Common Stock
Restricted Stock Units	$ 0							02/12/2008 (2)	02/12/2017	Common Stock

(DU003836)										
Restricted Stock Units (DV005223)	$ 0							02/12/2008 [2]	02/12/2017	Common Stock
Non-Qualified Stock Option (right to buy-DF006437)	$ 25.37							01/15/2009 [1]	01/15/2018	Common Stock
Restricted Stock Units (DU004316)	$ 0	01/15/2009		M			3,400 [3]	01/15/2009 [2]	01/15/2018	Common Stock

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

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 shares of common stock subject to the Option vest ratably in three equal increments commencing on the first anniversary of the grant date.

(2) The reporting person has received an award of Restricted Stock Units ("RSUs") which is a right to receive shares of common stock of the 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 five-year period beginning on the first anniversary date of the grant, subject to certain accelerated vesting provisions.

(3) 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.

Remarks:

THIRD 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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