

DEAN FOODS CO
Form 5
March 02, 2007

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
MUSE JOHN R

(Last) (First) (Middle)

200 CRESCENT COURT, SUITE 1600

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2006

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 Reporting

(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 at end of Issuer's Fiscal Year (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	11/29/2006	^	G	1,000 D \$ 0	246,121	D	^
Common Stock	12/13/2006	^	G	500 D \$ 0	246,121	D	^
Common Stock	^	^	^	^ ^ ^	2,550	I	by Spouse (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

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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 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)
					(A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy-SI000779)	\$ 16.5024	Â	Â	Â	Â Â	06/30/1998 ⁽²⁾ 06/30/2008	Common Stock
Non-Qualified Stock Option (right to buy-TO000726)	\$ 16.5024	Â	Â	Â	Â Â	06/27/2005 ⁽²⁾ 06/30/2008	Common Stock
Non-Qualified Stock Option (right to buy-SI001314)	\$ 11.7864	Â	Â	Â	Â Â	06/30/1999 ⁽²⁾ 06/30/2009	Common Stock
Non-Qualified Stock Option (right to buy-TO000634)	\$ 11.7864	Â	Â	Â	Â Â	06/27/2005 ⁽²⁾ 06/30/2009	Common Stock
Non-Qualified Stock Option (right to buy-SI001803)	\$ 13.7567	Â	Â	Â	Â Â	06/30/2000 ⁽²⁾ 06/30/2010	Common Stock
Non-Qualified Stock Option (right to buy-TO000639)	\$ 13.7567	Â	Â	Â	Â Â	06/27/2005 ⁽²⁾ 06/30/2010	Common Stock
Non-Qualified Stock Option (right to buy-SF002505)	\$ 14.9459	Â	Â	Â	Â Â	06/29/2001 ⁽²⁾ 06/29/2011	Common Stock
Non-Qualified Stock Option (right to	\$ 14.9459	Â	Â	Â	Â Â	06/27/2005 ⁽²⁾ 06/29/2011	Common Stock

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buy-TO000645)									
Non-Qualified Stock Option (right to buy-DF002170)	\$ 20.9186	Â	Â	Â	Â	Â	07/01/2002 ⁽²⁾	07/01/2012	Common Stock
Non-Qualified Stock Option (right to buy-TO000654)	\$ 20.9186	Â	Â	Â	Â	Â	06/27/2005 ⁽²⁾	07/01/2012	Common Stock
Non-Qualified Stock Option (right to buy-DF002880)	\$ 26.5986	Â	Â	Â	Â	Â	06/30/2003 ⁽²⁾	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy-TO000784)	\$ 26.5986	Â	Â	Â	Â	Â	06/27/2005 ⁽²⁾	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy-DF003669)	\$ 31.5046	Â	Â	Â	Â	Â	06/30/2004 ⁽²⁾	06/30/2014	Common Stock
Non-Qualified Stock Option (right to buy-TO000794)	\$ 31.5046	Â	Â	Â	Â	Â	06/27/2005 ⁽²⁾	06/30/2014	Common Stock
Non-Qualified Stock Option (right to buy-DF905923)	\$ 35.24	Â	Â	Â	Â	Â	06/30/2005 ⁽²⁾	06/30/2015	Common Stock
Non-Qualified Stock Option (right to buy-DF005296)	\$ 37.19	Â	Â	Â	Â	Â	06/30/2006 ⁽²⁾	06/30/2016	Common Stock
Deferred Stock Units (DU000113)	\$ 0	Â	Â	Â	Â	Â	06/30/2005 ⁽³⁾	06/30/2014	Common Stock
Deferred Stock Units (TU905761)	\$ 0	Â	Â	Â	Â	Â	06/27/2005 ⁽³⁾	06/30/2014	Common Stock
Restricted Stock Units (DF905934)	\$ 0	Â	Â	Â	Â	Â	06/30/2006 ⁽³⁾	06/30/2015	Common Stock
Restricted Stock Units (DU003822)	\$ 0	Â	Â	Â	Â	Â	06/30/2007 ⁽³⁾	06/30/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MUSE JOHN R 200 CRESCENT COURT, SUITE 1600 DALLAS, TX 75201	X	^	^	^

Signatures

John R. Muse 03/02/2007

**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) Mr. Muse disclaims beneficial ownership of all shares not directly owned by him.
 - (2) 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
 - (3) 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.