

DEAN FOODS CO  
Form 4  
March 15, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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**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 \*  
NEVARES HECTOR M

(Last) (First) (Middle)  
BOLIVIA 33 -- SUITE 303  
(Street)

HATO REY, PR 00917

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
03/14/2007

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/14/2007		S(1)		800 D \$ 45.495	363,268	D
Common Stock	03/14/2007		S(1)		1,300 D \$ 45.4954	361,968	D
Common Stock	03/14/2007		S(1)		300 D \$ 45.4967	361,668	D
Common Stock	03/14/2007		S(1)		4,500 D \$ 45.5	357,168	D
Common Stock	03/14/2007		S(1)		600 D \$ 45.5067	356,568	D
	03/14/2007		S(1)		5,700 D \$ 45.51	350,868	D

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Common Stock							
Common Stock	03/14/2007	<u>S(1)</u>	5,100	D	\$ 45.52	345,768	D
Common Stock	03/14/2007	<u>S(1)</u>	1,700	D	\$ 45.5241	344,068	D
Common Stock	03/14/2007	<u>S(1)</u>	700	D	\$ 45.53	343,368	D
Common Stock	03/14/2007	<u>S(1)</u>	1,500	D	\$ 45.5373	341,868	D
Common Stock	03/14/2007	<u>S(1)</u>	1,200	D	\$ 45.55	340,668	D
Common Stock	03/14/2007	<u>S(1)</u>	2,000	D	\$ 45.56	338,668	D
Common Stock	03/14/2007	<u>S(1)</u>	900	D	\$ 45.5611	337,768	D
Common Stock	03/14/2007	<u>S(1)</u>	1,400	D	\$ 45.57	336,368	D
Common Stock	03/14/2007	<u>S(1)</u>	400	D	\$ 45.5775	335,968	D
Common Stock	03/14/2007	<u>S(1)</u>	1,500	D	\$ 45.58	334,468	D
Common Stock	03/14/2007	<u>S(1)</u>	4,100	D	\$ 45.59	330,368	D
Common Stock	03/14/2007	<u>S(1)</u>	1,100	D	\$ 45.5982	329,268	D
Common Stock	03/14/2007	<u>S(1)</u>	600	D	\$ 45.6	328,668	D
Common Stock	03/14/2007	<u>S(1)</u>	400	D	\$ 45.605	328,268	D
Common Stock	03/14/2007	<u>S(1)</u>	1,700	D	\$ 45.61	326,568	D
Common Stock	03/14/2007	<u>S(1)</u>	800	D	\$ 45.6175	325,768	D
Common Stock	03/14/2007	<u>S(1)</u>	300	D	\$ 45.64	325,468	D
Common Stock	03/14/2007	<u>S(1)</u>	400	D	\$ 45.65	325,068	D
Common Stock	03/14/2007	<u>S(1)</u>	400	D	\$ 45.66	324,668	D
	03/14/2007	<u>S(1)</u>	700	D		323,968	D

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Common Stock						\$ 45.6671	
Common Stock	03/14/2007	S <sup>(1)</sup>	2,800	D	\$ 45.67	321,168	D
Common Stock	03/14/2007	S <sup>(1)</sup>	800	D	\$ 45.675	320,368	D
Common Stock	03/14/2007	S <sup>(1)</sup>	200	D	\$ 45.68	320,168	D
Common Stock	03/14/2007	S <sup>(1)</sup>	800	D	\$ 45.69	319,368	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)

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Non-Qualified Stock Option (right to buy - T0000590)	\$ 8.2329					05/13/1997 <sup>(2)</sup> 05/13/2007	Common Stock 149,000
Non-Qualified Stock Option (right to buy - T0000627)	\$ 8.2329					05/13/1997 <sup>(2)</sup> 05/13/2007	Common Stock 27,400
Non-Qualified Stock Option (right to buy - SI000781)	\$ 16.5024					06/30/1998 <sup>(2)</sup> 06/30/2008	Common Stock 22,500
Non-Qualified Stock Option	\$ 16.5024					06/30/1998 <sup>(2)</sup> 06/30/2008	Common Stock 4,100

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(right to buy - T0000631)					
Non-Qualified Stock Option (right to buy - SI001313)	\$ 11.7864	06/30/1999 <sup>(2)</sup>	06/30/2009	Common Stock	22,5
Non-Qualified Stock Option (right to buy - T0000635)	\$ 11.7864	06/30/1999 <sup>(2)</sup>	06/30/2009	Common Stock	4,1
Non-Qualified Stock Option (right to buy - SI001804)	\$ 13.7567	06/30/2000 <sup>(2)</sup>	06/30/2010	Common Stock	22,5
Non-Qualified Stock Option (right to buy - T0000640)	\$ 13.7567	06/30/2000 <sup>(2)</sup>	06/30/2010	Common Stock	4,1
Non-Qualified Stock Option (right to buy - SF002506)	\$ 14.9459	06/29/2001 <sup>(2)</sup>	06/29/2011	Common Stock	22,5
Non-Qualified Stock Option (right to buy - T0000646)	\$ 14.9459	06/29/2001 <sup>(2)</sup>	06/29/2011	Common Stock	4,1
Non-Qualified Stock Option (right to buy - DF002171)	\$ 20.9186	07/01/2002 <sup>(2)</sup>	07/01/2012	Common Stock	22,5
Non-Qualified Stock Option (right to buy - T0000655)	\$ 20.9186	07/01/2002 <sup>(2)</sup>	07/01/2012	Common Stock	4,1
Non-Qualified Stock Option (right to buy - DF002881)	\$ 26.5986	06/30/2003 <sup>(2)</sup>	06/30/2013	Common Stock	7,5
Non-Qualified Stock Option (right to buy - T0000785)	\$ 26.5986	06/30/2003 <sup>(2)</sup>	06/30/2013	Common Stock	1,3
Non-Qualified Stock Option (right to buy -	\$ 31.5046	06/30/2004 <sup>(2)</sup>	06/30/2014	Common Stock	7,5



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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.

- (3) 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 three year period beginning on the first anniversary date of the grant.

### **Remarks:**

CONTINUED FROM PREVIOUS TWO FORMS 4 FILED ON THIS SAME DATE AND CONTINUED ON ADDITIONAL

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