

DEAN FOODS CO

Form 4

July 03, 2007

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
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GREEN STEPHEN L

(Last) (First) (Middle)

105 ROWAYTON AVENUE

(Street)

ROWAYTON, CT 06853

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/29/2007

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)
Common Stock	06/29/2007		A	1,464 (1)	A \$ 0 91,364 (2)	D	
Common Stock	06/30/2007		M	850 (3)	A \$ 0 92,214 (4)	D	
Common Stock	06/30/2007		M	399 (3)	A \$ 0 92,613 (4)	D	
Common Stock	06/30/2007		M	156 (3)	A \$ 0 92,769 (4)	D	
Common Stock	06/30/2007		M	73 (3)	A \$ 0 92,842 (4)	D	
	06/30/2007		M	850 (5)	A \$ 0 93,692 (4)	D	

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Common
Stock

Common Stock	06/30/2007	M	399 <u>(5)</u>	A	\$ 0	94,091 <u>(4)</u>	D
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Common Stock	06/30/2007	M	850 <u>(6)</u>	A	\$ 0	94,941 <u>(4)</u>	D
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Common Stock	06/30/2007	M	399 <u>(6)</u>	A	\$ 0	95,340 <u>(4)</u>	D
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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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Option (right to buy - SI000774)	\$ 11.2299 <u>(7)</u>					06/30/1998 ⁽⁸⁾ 06/30/2008	Common Stock 22,500
Non-Qualified Stock Option (right to buy - DV001435)	\$ 11.2299 <u>(7)</u>					06/30/1998 ⁽⁸⁾ 06/30/2008	Common Stock 10,500 <u>(7)</u>
Non-Qualified Stock Option (right to buy - T0000723)	\$ 11.2299 <u>(7)</u>					06/30/1998 ⁽⁸⁾ 06/30/2008	Common Stock 4,140
Non-Qualified Stock Option (right to buy - DV001432)	\$ 11.2299 <u>(7)</u>					06/30/1998 ⁽⁸⁾ 06/30/2008	Common Stock 1,940 <u>(7)</u>

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Non-Qualified Stock Option (right to buy - SI001316)	\$ 8.0206 <u>(7)</u>	06/30/1999 ⁽⁸⁾	06/30/2009	Common Stock	22,500
Non-Qualified Stock Option (right to buy - DV001426)	\$ 8.0206 <u>(7)</u>	06/30/1999 ⁽⁸⁾	06/30/2009	Common Stock	10,500 <u>(7)</u>
Non-Qualified Stock Option (right to buy - T0000632)	\$ 8.0206 <u>(7)</u>	06/30/1999 ⁽⁸⁾	06/30/2009	Common Stock	4,140
Non-Qualified Stock Option (right to buy - DV001443)	\$ 8.0206 <u>(7)</u>	06/30/1999 ⁽⁸⁾	06/30/2009	Common Stock	1,940 <u>(7)</u>
Non-Qualified Stock Option (right to buy - SI001801)	\$ 9.3614 <u>(7)</u>	06/30/2000 ⁽⁸⁾	06/30/2010	Common Stock	22,500
Non-Qualified Stock Option (right to buy - DV001436)	\$ 9.3614 <u>(7)</u>	06/30/2000 ⁽⁸⁾	06/30/2010	Common Stock	10,500 <u>(7)</u>
Non-Qualified Stock Option (right to buy - T0000636)	\$ 9.3614 <u>(7)</u>	06/30/2000 ⁽⁸⁾	06/30/2010	Common Stock	4,140
Non-Qualified Stock Option (right to buy - DV001431)	\$ 9.3614 <u>(7)</u>	06/30/2000 ⁽⁸⁾	06/30/2010	Common Stock	1,940 <u>(7)</u>
Non-Qualified Stock Option (right to buy - SF002503)	\$ 10.1707 <u>(7)</u>	06/29/2001 ⁽⁸⁾	06/29/2011	Common Stock	22,500
Non-Qualified Stock Option (right to buy - DV001433)	\$ 10.1707 <u>(7)</u>	06/29/2001 ⁽⁸⁾	06/29/2011	Common Stock	10,500 <u>(7)</u>
Non-Qualified Stock Option (right to buy - T0000641)	\$ 10.1707 <u>(7)</u>	06/29/2001 ⁽⁸⁾	06/29/2011	Common Stock	4,140
		06/29/2001 ⁽⁸⁾	06/29/2011		

Non-Qualified Stock Option (right to buy - DV001428)	\$ 10.1707 <u>(7)</u>				Common Stock	1,94 <u>(7)</u>
Non-Qualified Stock Option (right to buy - DF002166)	\$ 14.2351 <u>(7)</u>	07/01/2002 ⁽⁸⁾	07/01/2012		Common Stock	22,50 <u>(7)</u>
Non-Qualified Stock Option (right to buy - DV001437)	\$ 14.2351 <u>(7)</u>	07/01/2002 ⁽⁸⁾	07/01/2012		Common Stock	10,50 <u>(7)</u>
Non-Qualified Stock Option (right to buy - T0000647)	\$ 14.2351 <u>(7)</u>	07/01/2002 ⁽⁸⁾	07/01/2012		Common Stock	4,14 <u>(7)</u>
Non-Qualified Stock Option (right to buy - DV001427)	\$ 14.2351 <u>(7)</u>	07/01/2002 ⁽⁸⁾	07/01/2012		Common Stock	1,94 <u>(7)</u>
Non-Qualified Stock Option (right to buy - DF002876)	\$ 18.1003 <u>(7)</u>	06/30/2003 ⁽⁸⁾	06/30/2013		Common Stock	7,50 <u>(7)</u>
Non-Qualified Stock Option (right to buy - DV001438)	\$ 18.1003 <u>(7)</u>	06/30/2003 ⁽⁸⁾	06/30/2013		Common Stock	3,52 <u>(7)</u>
Non-Qualified Stock Option (right to buy - T0000813)	\$ 18.1003 <u>(7)</u>	06/30/2003 ⁽⁸⁾	06/30/2013		Common Stock	1,38 <u>(7)</u>
Non-Qualified Stock Option (right to buy - DV001439)	\$ 18.1003 <u>(7)</u>	06/30/2003 ⁽⁸⁾	06/30/2013		Common Stock	649 <u>(7)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREEN STEPHEN L 105 ROWAYTON AVENUE ROWAYTON, CT 06853	X			

Signatures

Stephen L.
Green

07/03/2007

__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).

- These are restricted shares issued under the Issuer's 1997 Stock Option and Restricted Stock Plan in payment of fees owed for services as
- (1) an independent director. All such shares are subject to vesting in three increments, with the first vesting occurring as of the date the shares were issued and then annually thereafter.
 - (2) Includes 7,398 shares of Restricted Stock Units ("RSUs") which have vested and for which the reporting person has opted to defer receipt until a future date.
 - (3) Represents shares of common stock of the Issuer vested on the third annual vesting date of a 06/30/2004 award of RSUs.
 - (4) Includes 4,438 shares of RSUs (2,960 were released to Reporting Person 06/30/07) which have vested and for which the reporting person has opted to defer receipt until a future date.
 - (5) Represents shares of common stock of the Issuer vested on the second annual vesting date of a 06/30/2005 award of RSUs.
 - (6) Represents shares of common stock of the Issuer vested on the first annual vesting date of a 06/30/2006 award of RSUs.
 - (7) Due to a special cash dividend of \$15.00, paid by Issuer on April 2, 2007, to shareholders of record on March 27, 2007, the option exercise price and number of shares has been adjusted to maintain the value of the option award, post-dividend.
 - (8) 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.

Remarks:

CONTINUED ON ADDITIONAL FORM 4 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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