

DEAN FOODS CO
Form 4
July 10, 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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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOOLSBY MICHELLE P

(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)
07/07/2007

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)
Exec VP, Chief Admin Officer, / General
Counsel and Secretary

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	(D)	Price

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

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information contained in this form are not
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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative 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	Amount Number Shares
Non-Qualified Stock Option (right to buy - DF001537)	\$ 11.6934 <u>(2)</u>						01/14/2003 ⁽¹⁾	01/14/2012	Common Stock	115,000
Non-Qualified Stock Option (right to buy - DV001374)	\$ 11.6934 <u>(2)</u>						01/14/2003 ⁽¹⁾	01/14/2012	Common Stock	54,000 ⁽²⁾
Non-Qualified Stock Option (right to buy - T0000625)	\$ 11.6934 <u>(2)</u>						01/14/2003 ⁽¹⁾	01/14/2012	Common Stock	21,200
Non-Qualified Stock Option (right to buy - DV001374)	\$ 11.6934 <u>(2)</u>						01/14/2003 ⁽¹⁾	01/14/2012	Common Stock	9,950
Non-Qualified Stock Option (right to buy - DF001337)	\$ 11.6934 <u>(2)</u>						01/14/2003 ⁽¹⁾	01/14/2012	Common Stock	75,000
Non-Qualified Stock Option (right to buy - DV001375)	\$ 11.6934 <u>(2)</u>						01/14/2003 ⁽¹⁾	01/14/2012	Common Stock	35,200 ⁽²⁾
Non-Qualified Stock Option (right to buy - T0000615)	\$ 11.6934 <u>(2)</u>						01/14/2003 ⁽¹⁾	01/14/2012	Common Stock	13,800
Non-Qualified Stock Option (right to buy - T0000615)	\$ 11.6934 <u>(2)</u>						01/14/2003 ⁽¹⁾	01/14/2012	Common Stock	6,480
Non-Qualified Stock Option (right to buy - DF002194)	\$ 14.2466 <u>(2)</u>						01/06/2004 ⁽¹⁾	01/06/2013	Common Stock	90,400

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Non-Qualified Stock Option (right to buy - DV001373)	\$ 14.2466 <u>(2)</u>	01/06/2004 ⁽¹⁾	01/06/2013	Common Stock	42,4 <u>(2)</u>
Non-Qualified Stock Option (right to buy - T0000610)	\$ 14.2466 <u>(2)</u>	01/06/2004 ⁽¹⁾	01/06/2013	Common Stock	16,6
Non-Qualified Stock Option (right to buy - DV001360)	\$ 14.2466 <u>(2)</u>	01/06/2004 ⁽¹⁾	01/06/2013	Common Stock	7,82
Non-Qualified Stock Option (right to buy - DF003309)	\$ 17.9107 <u>(2)</u>	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	56,7
Non-Qualified Stock Option (right to buy - DV001377)	\$ 17.9107 <u>(2)</u>	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	26,6 <u>(2)</u>
Non-Qualified Stock Option (right to buy - T0000708)	\$ 17.9107 <u>(2)</u>	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	10,4
Non-Qualified Stock Option (right to buy - DV001382)	\$ 17.9107 <u>(2)</u>	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	4,913
Non-Qualified Stock Option (right to buy - TU000209)	\$ 17.9107 <u>(2)</u>	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	39
Non-Qualified Stock Option (right to buy - DV001381)	\$ 17.9107 <u>(2)</u>	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	185
Non-Qualified Stock Option (right to buy - TU000206)	\$ 17.9107 <u>(2)</u>	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	2,13
Non-Qualified Stock Option (right to buy - DV001380)	\$ 17.9107 <u>(2)</u>	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	1,004
		01/07/2006 ⁽¹⁾	01/07/2015		50,7

Non-Qualified Stock Option (right to buy - DF902437)	\$ 18.3014 <u>(2)</u>				Common Stock	
Non-Qualified Stock Option (right to buy - DF902437)	\$ 18.3014 <u>(2)</u>	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	23,8 <u>(2)</u>	
Non-Qualified Stock Option (right to buy - T0000700)	\$ 18.3014 <u>(2)</u>	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	9,3	
Non-Qualified Stock Option (right to buy - DV001362)	\$ 18.3014 <u>(2)</u>	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	4,392	
Non-Qualified Stock Option (right to buy - TU000207)	\$ 18.3014 <u>(2)</u>	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	32	
Non-Qualified Stock Option (right to buy - DV001363)	\$ 18.3014 <u>(2)</u>	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	151	
Non-Qualified Stock Option (right to buy - DF004891)	\$ 25.6821 <u>(2)</u>	01/13/2007 ⁽¹⁾	01/13/2016	Common Stock	83,3	
Non-Qualified Stock Option (right to buy - DV001365)	\$ 25.6821 <u>(2)</u>	01/13/2007 ⁽¹⁾	01/13/2016	Common Stock	39,1 <u>(2)</u>	
Non-Qualified Stock Option (right to buy - DF005347)	\$ 30.1121 <u>(2)</u>	02/12/2008 ⁽¹⁾	02/12/2017	Common Stock	42,7	
Non-Qualified Stock Option (right to buy - DV001367)	\$ 30.1121 <u>(2)</u>	02/12/2008 ⁽¹⁾	02/12/2017	Common Stock	20,0 <u>(2)</u>	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

Officer

Other

10%
Owner

GOOLSBY MICHELLE P
2515 MCKINNEY AVENUE, SUITE
1200
DALLAS, TX 75201

Exec VP, Chief Admin
Officer,

General Counsel and
Secretary

Signatures

Michelle P.
Goolsby

07/10/2007

__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).
A Stock Unit, which is issued under the Company's 1989 Stock Awards Plan, is a right to receive one share of common stock of the
(1) Issuer in the future, subject to the terms and conditions of the award agreement. The units vest annually, on a prorata basis, over a five-year period beginning on the first anniversary date of grant, subject to certain accelerated vesting provisions.
(2) 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.

Remarks:

CONTINUATION OF FORM 4 PREVIOUSLY FILED ON THIS DATE -- NO TRANSACTIONS BEING REPORTED ON

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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