

DEAN FOODS CO

Form 4

November 13, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHENKEL PETE

(Last) (First) (Middle)

2515 MCKINNEY AVENUE, LB
30, 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)

11/09/2007

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 (D) Price			
Common Stock	11/09/2007		S	90 D \$ 27.77	112,258.0702	D	
Common Stock	11/09/2007		S	269 D \$ 27.78	111,989.0702	D	
Common Stock	11/09/2007		S	448 D \$ 27.83	111,541.0702	D	
Common Stock	11/09/2007		S	3,764 D \$ 27.9	107,777.0702	D	
Common Stock	11/09/2007		S	179 D \$ 27.92	107,598.0702	D	
	11/09/2007		S	448 D	107,150.0702	D	

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Common Stock					\$ 27.93		
Common Stock	11/09/2007		S	90	D	\$ 27.97	107,060.0702 D
Common Stock	11/09/2007		S	1,971	D	\$ 28.12	105,089.0702 D
Common Stock	11/09/2007		S	1,613	D	\$ 28.13	103,476.0702 D
Common Stock	11/09/2007		S	90	D	\$ 28.15	103,386.0702 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 - T0000284)	\$ 14.2466					01/06/2004 ⁽¹⁾ 01/06/2013	Common Stock 162,9
Non-Qualified Stock Option (right to buy - DV003525)	\$ 14.2466					01/06/2004 ⁽¹⁾ 01/06/2013	Common Stock 76,5
Non-Qualified Stock Option (right to buy - T0000617)	\$ 14.2466					01/06/2004 ⁽¹⁾ 01/06/2013	Common Stock 30,0
Non-Qualified Stock Option	\$ 14.2466					01/06/2004 ⁽¹⁾ 01/06/2013	Common Stock 14,1

(right to buy - DV003514)					
Non-Qualified Stock Option (right to buy - TU000335)	\$ 14.2466	01/06/2004 ⁽¹⁾	01/06/2013	Common Stock	1,3
Non-Qualified Stock Option (right to buy - DV003519)	\$ 14.2466	01/06/2004 ⁽¹⁾	01/06/2013	Common Stock	63
Non-Qualified Stock Option (right to buy - DF003318)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	106,
Non-Qualified Stock Option (right to buy - DV003523)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	50,1
Non-Qualified Stock Option (right to buy - T0000679)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	19,6
Non-Qualified Stock Option (right to buy - DV003513)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	9,2
Non-Qualified Stock Option (right to buy - TU000337)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	19
Non-Qualified Stock Option (right to buy - DV003510)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2004	Common Stock	92
Non-Qualified Stock Option (right to buy - DF902443)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	65,7
Non-Qualified Stock Option (right to buy - DV003508)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	30,8
Non-Qualified Stock Option (right to buy -	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	12,1

T0000721)

Non-Qualified Stock Option (right to buy - DV003512)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	5,6
Non-Qualified Stock Option (right to buy - DF902442)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	5,2
Non-Qualified Stock Option (right to buy - TU000336)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	32
Non-Qualified Stock Option (right to buy - T0001372)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	64
Non-Qualified Stock Option (right to buy - DV003529)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	30
Non-Qualified Stock Option (right to buy - DV003520)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	15
Non-Qualified Stock Option (right to buy - DF004889)	\$ 25.6821	01/13/2007 ⁽¹⁾	01/13/2016	Common Stock	262,
Non-Qualified Stock Option (right to buy - DV003511)	\$ 25.6821	01/13/2007 ⁽¹⁾	01/13/2016	Common Stock	123,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHENKEL PETE 2515 MCKINNEY AVENUE, LB 30, SUITE 1200 DALLAS, TX 75201	X			

Signatures

Pete Schenkel

11/13/2007

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

Remarks:

CONTINUATION OF FORM 4 PREVIOUSLY FILED ON THIS 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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