

GOOLSBY MICHELLE P
Form 4
February 14, 2008

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)
02/12/2008

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 ____ Other (specify
below) below)

EVP - Development,

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	(A) or (D)	Price
Common Stock	02/12/2008		M		5,291	A	\$ 0
					64,805.155	(1)	D

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
required to respond unless the form
displays a currently valid OMB control
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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)**

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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 Security (Instr. 3 and 4)	8. Date of Exercise
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units (DU003751)	\$ 0					01/13/2007 ⁽²⁾	01/13/2016	Common Stock
Restricted Stock Units (DV005427)	\$ 0					01/13/2006 ⁽²⁾	01/13/2015	Common Stock
Restricted Stock Units (DU003835)	\$ 0	02/12/2008		M	3,600	02/12/2008 ⁽²⁾	02/12/2017	Common Stock
Restricted Stock Units (DV005222)	\$ 0	02/12/2008		M	1,691	02/12/2008 ⁽²⁾	02/12/2017	Common Stock
Restricted Stock Units	\$ 0					01/15/2009 ⁽³⁾	01/15/2018	Common Stock
Incentive Stock Option (right to buy - DF002193)	\$ 14.2466					01/06/2004 ⁽⁴⁾	01/06/2013	Common Stock
Incentive Stock Option (right to buy - DV001372)	\$ 14.2466					01/06/2004 ⁽⁴⁾	01/06/2013	Common Stock
Incentive Stock Option (right to buy - T0001053)	\$ 14.2466					01/06/2004 ⁽⁴⁾	01/06/2013	Common Stock
Incentive Stock Option (right to buy - DV001371)	\$ 14.2466					01/06/2004 ⁽⁴⁾	01/06/2013	Common Stock
Incentive Stock Option (right to buy - DF003308)	\$ 17.9107					01/13/2005 ⁽⁴⁾	01/13/2014	Common Stock
	\$ 17.9107					01/13/2005 ⁽⁴⁾	01/13/2014	

Incentive Stock Option (right to buy - DV001376)					Common Stock
Incentive Stock Option (right to buy - T0001773)	\$ 17.9107		01/13/2005 ⁽⁴⁾	01/13/2014	Common Stock
Incentive Stock Option (right to buy - DV001369)	\$ 17.9107		01/13/2005 ⁽⁴⁾	01/13/2014	Common Stock
Incentive Stock Option (right to buy - DF902436)	\$ 18.3014		01/07/2006 ⁽⁴⁾	01/07/2015	Common Stock
Incentive Stock Option (right to buy - DV001378)	\$ 18.3014		01/07/2006 ⁽⁴⁾	01/07/2015	Common Stock
Incentive Stock Option (right to buy - T0001371)	\$ 18.3014		01/07/2006 ⁽⁴⁾	01/07/2015	Common Stock
Incentive Stock Option (right to buy - DV001370)	\$ 18.3014		01/07/2006 ⁽⁴⁾	01/07/2015	Common Stock
Incentive Stock Option (right to buy - DF004890)	\$ 25.6821		01/13/2007 ⁽⁴⁾	01/13/2016	Common Stock
Incentive Stock Option (right to buy - DV001364)	\$ 25.6821		01/13/2007 ⁽⁴⁾	01/13/2016	Common Stock
Incentive Stock Option (right to buy DF005341)	\$ 30.1121		02/12/2008 ⁽⁴⁾	02/12/2017	Common Stock
Incentive Stock Option (right to buy DF005341)	\$ 30.1121		02/12/2008 ⁽⁴⁾	02/12/2017	Common Stock
	\$ 8.2601		01/22/2002 ⁽⁴⁾	01/22/2011	

Non-Qualified Stock Option (right to buy - DV005126)					Common Stock	
Non-Qualified Stock Option (right to buy - SF002265)	\$ 8.2601		01/22/2002 ⁽⁴⁾	01/22/2011	Common Stock	9
Non-Qualified Stock Option (right to buy - DF001537)	\$ 11.6934		01/14/2003 ⁽⁴⁾	01/14/2012	Common Stock	1
Non-Qualified Stock Option (right to buy - DV001374)	\$ 11.6934		01/14/2003 ⁽⁴⁾	01/14/2012	Common Stock	5
Non-Qualified Stock Option (right to buy - T0000625)	\$ 11.6934		01/14/2003 ⁽⁴⁾	01/14/2012	Common Stock	2
Non-Qualified Stock Option (right to buy - DV001374)	\$ 11.6934		01/14/2003 ⁽⁴⁾	01/14/2012	Common Stock	
Non-Qualified Stock Option (right to buy - DF001337)	\$ 11.6934		01/14/2003 ⁽⁴⁾	01/14/2012	Common Stock	7
Non-Qualified Stock Option (right to buy - DV001375)	\$ 11.6934		01/14/2003 ⁽⁴⁾	01/14/2012	Common Stock	3
Non-Qualified Stock Option (right to buy - T0000615)	\$ 11.6934		01/14/2003 ⁽⁴⁾	01/14/2012	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOOLSBY MICHELLE P 2515 MCKINNEY AVENUE, SUITE 1200 DALLAS, TX 75201			EVP - Development,	

Signatures

Michelle P.
Goolsby

02/14/2008

__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) Includes 10,525 shares common stock of Issuer, for which the reporting person has opted to defer receipt until a future date, under the Issuer's Executive Deferred Compensation Plan.

A Stock Unit, which is issued under the Issuer's 1989 Stock Awards Plan, is a right to receive one share of common stock of the 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) A Stock Unit, which is issued under the Issuer's 2007 Stock Incentive Plan, is a right to receive one share of common stock of the 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.
- (3) The shares of common stock subject to the Option vest ratably in three equal increments commencing on the first anniversary of the grant date.
- (4)

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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