

DEAN FOODS CO

Form 4

March 13, 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 *
BERNON ALAN J

(Last) (First) (Middle)

4301 BELCLAIRE AVENUE

(Street)

DALLAS, TX 75205

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/11/2008

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	03/11/2008		S		15,300 (1)	D \$ 20.55 1,074,842.1354	D
Common Stock	03/11/2008		S		6,700 (1)	D \$ 20.56 1,068,142.1354	D
Common Stock	03/11/2008		S		1,700 (1)	D \$ 20.57 1,066,442.1354	D
Common Stock	03/11/2008		S		200 (1)	D \$ 20.58 1,066,242.1354	D
Common Stock	03/11/2008		S		2,200 (1)	D \$ 20.59 1,064,042.1354	D
Common	03/11/2008		S		900 (1)	D \$ 20.61 1,063,142.1354	D

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Stock

Common Stock	03/11/2008	S	<u>6,400</u> (1)	D	\$ 21	1,056,742.1354	D
Common Stock	03/11/2008	S	<u>900</u> (1)	D	\$ 21.01	1,055,842.1354	D
Common Stock	03/11/2008	S	<u>600</u> (1)	D	\$ 21.02	1,055,242.1354	D
Common Stock	03/11/2008	S	<u>1,000</u> (1)	D	\$ 21.07	1,054,242.1354	D
Common Stock	03/11/2008	S	<u>5,400</u> (1)	D	\$ 21.08	1,048,842.1354	D
Common Stock	03/11/2008	S	<u>1,400</u> (1)	D	\$ 21.09	1,047,442.1354	D
Common Stock	03/11/2008	S	<u>4,300</u> (1)	D	\$ 21.1	1,043,142.1354	D
Common Stock	03/11/2008	S	<u>3,100</u> (1)	D	\$ 21.11	1,040,042.1354	D
Common Stock	03/11/2008	S	<u>200</u> (1)	D	\$ 21.115	1,039,842.1354	D
Common Stock	03/11/2008	S	<u>3,000</u> (1)	D	\$ 21.12	1,036,842.1354	D
Common Stock	03/11/2008	S	<u>8,500</u> (1)	D	\$ 21.13	1,028,342.1354	D
Common Stock	03/11/2008	S	<u>1,100</u> (1)	D	\$ 21.135	1,027,242.1354	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Security (Instr. 3 and 4)
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		Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nun Sha
Non-Qualified Stock Option (right to buy-T0000354)	\$ 11.6934					01/14/2003 ⁽³⁾	01/14/2012	Common Stock	75
Non-Qualified Stock Option (right to buy-DV000254)	\$ 11.6934					01/14/2003 ⁽³⁾	01/14/2012	Common Stock	35
Non-Qualified Stock Option (right to buy-T0000616)	\$ 11.6934					01/14/2003 ⁽³⁾	01/14/2012	Common Stock	13
Non-Qualified Stock Option (right to buy-DV000259)	\$ 11.6934					01/14/2003 ⁽³⁾	01/14/2012	Common Stock	6
Non-Qualified Stock Option (right to buy-T0000355)	\$ 11.6934					01/14/2003 ⁽³⁾	01/14/2012	Common Stock	50
Non-Qualified Stock Option (right to buy-DV000257)	\$ 11.6934					01/14/2003 ⁽³⁾	01/14/2012	Common Stock	23
Non-Qualified Stock Option (right to buy-T0000604)	\$ 11.6934					01/14/2003 ⁽³⁾	01/14/2012	Common Stock	9
Non-Qualified Stock Option (right to buy-DV000264)	\$ 11.6934					01/14/2003 ⁽³⁾	01/14/2012	Common Stock	4
Non-Qualified Stock Option (right to buy-DF002200)	\$ 14.2466					01/06/2004 ⁽³⁾	01/06/2013	Common Stock	78
Non-Qualified Stock Option (right to buy-DV000256)	\$ 14.2466					01/06/2004 ⁽³⁾	01/06/2013	Common Stock	36
Non-Qualified Stock Option (right to	\$ 14.2466					01/06/2004 ⁽³⁾	01/06/2013	Common Stock	14

buy-T0000606)						
Non-Qualified Stock Option (right to buy-DV000260)	\$ 14.2466	01/06/2004 ⁽³⁾	01/06/2013	Common Stock	6	
Non-Qualified Stock Option (right to buy-TU000143)	\$ 17.9107	01/13/2005 ⁽³⁾	01/13/2014	Common Stock	1	
Non-Qualified Stock Option (right to buy-DV000261)	\$ 17.9107	01/13/2005 ⁽³⁾	01/13/2014	Common Stock	3	
Non-Qualified Stock Option (right to buy-TU000144)	\$ 17.9107	01/13/2005 ⁽³⁾	01/13/2014	Common Stock	1	
Non-Qualified Stock Option (right to buy-DF004888)	\$ 25.6821	01/31/2007 ⁽³⁾	01/13/2016	Common Stock	27	
Non-Qualified Stock Option (right to buy-DV000251)	\$ 25.6821	01/13/2007 ⁽³⁾	01/13/2016	Common Stock	12	
Non-Qualified Stock Option (right to buy-NQ004887)	\$ 25.6821	01/13/2007 ⁽³⁾	01/13/2016	Common Stock	2	
Non-Qualified Stock Option (right to buy-NQ004462)	\$ 25.6821	01/13/2007 ⁽³⁾	01/13/2016	Common Stock	1	
Non-Qualified Stock Option (right to buy-DF005345)	\$ 30.1121	02/12/2008 ⁽³⁾	02/12/2017	Common Stock	47	
Non-Qualified Stock Option (right to buy-DV000250)	\$ 30.1121	02/12/2008 ⁽³⁾	02/12/2017	Common Stock	22	
Non-Qualified Stock Option (right to buy-NQ005340)	\$ 30.1121	02/12/2008 ⁽³⁾	02/12/2017	Common Stock	2	

Non-Qualified
Stock Option \$ 30.1121
(right to
buy-NQ000263)

02/12/2008⁽³⁾ 02/12/2017 Common
Stock 1.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERNON ALAN J 4301 BELCLAIRE AVENUE DALLAS, TX 75205			X	

Signatures

Alan J. Bernon 03/13/2008

__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).
- Transaction is pursuant to a 10b5-1 Plan, dated February 21, 2008, between the reporting person and Bear Stearns & Co., Inc., acting as
- (1) agent, to permit the orderly disposition of a portion of the reporting person's holdings of the Issuer's common stock, par value \$0.01 per share.
 - (2) Includes 827 shares of 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.
 - (3) The shares of common stock subject to the Option became fully vested on September 28, 2007, pursuant to a separation agreement between Mr. Bernon and the Issuer.

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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