

DEAN FOODS CO  
Form 4  
August 20, 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 \*  
ENGLES GREGG L

(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)  
08/18/2008

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)

Chairman of the Board and

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(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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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<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number<br>of | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|--------------------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|-----------------|----------------------------------------------------------------|----------------------------------------------------------------|
|--------------------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|-----------------|----------------------------------------------------------------|----------------------------------------------------------------|

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|                                                      | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |      |   |     |     |                           |                    |                 |                  |
|------------------------------------------------------|------------------------------------|------------------|------------|-------------------------------------------------------------------------------------------------|------|---|-----|-----|---------------------------|--------------------|-----------------|------------------|
|                                                      |                                    |                  |            |                                                                                                 | Code | V | (A) | (D) | Date Exercisable          | Expiration<br>Date | Title           | Am<br>Nur<br>Sha |
| Incentive Stock<br>Option (right to<br>buy-T0003517) | \$ 14.2466                         |                  |            |                                                                                                 |      |   |     |     | 01/06/2004 <sup>(1)</sup> | 01/06/2013         | Common<br>Stock | 7                |
| Incentive Stock<br>Option (right to<br>buy-DV000983) | \$ 14.2466                         |                  |            |                                                                                                 |      |   |     |     | 01/06/2004 <sup>(1)</sup> | 01/06/2013         | Common<br>Stock | 3                |
| Incentive Stock<br>Option (right to<br>buy-DF003302) | \$ 17.9107                         |                  |            |                                                                                                 |      |   |     |     | 01/13/2005 <sup>(1)</sup> | 01/13/2014         | Common<br>Stock | 1                |
| Incentive Stock<br>Option (right to<br>buy-DV000984) | \$ 17.9107                         |                  |            |                                                                                                 |      |   |     |     | 01/13/2005 <sup>(1)</sup> | 01/13/2014         | Common<br>Stock | 7                |
| Incentive Stock<br>Option (right to<br>buy-T0003352) | \$ 17.9107                         |                  |            |                                                                                                 |      |   |     |     | 01/13/2005 <sup>(1)</sup> | 01/13/2014         | Common<br>Stock | 1                |
| Incentive Stock<br>Option (right to<br>buy-DV000982) | \$ 17.9107                         |                  |            |                                                                                                 |      |   |     |     | 01/13/2005 <sup>(1)</sup> | 01/13/2014         | Common<br>Stock |                  |
| Incentive Stock<br>Option (right to<br>buy-DF902594) | \$ 18.3014                         |                  |            |                                                                                                 |      |   |     |     | 01/07/2006 <sup>(1)</sup> | 01/07/2015         | Common<br>Stock | 5                |
| Incentive Stock<br>Option (right to<br>buy-DV000985) | \$ 18.3014                         |                  |            |                                                                                                 |      |   |     |     | 01/07/2006 <sup>(1)</sup> | 01/07/2015         | Common<br>Stock | 2                |
| Incentive Stock<br>Option (right to<br>buy-T0001295) | \$ 18.3014                         |                  |            |                                                                                                 |      |   |     |     | 01/07/2006 <sup>(1)</sup> | 01/07/2015         | Common<br>Stock | 6                |
| Incentive Stock<br>Option (right to<br>buy-DV000974) | \$ 18.3014                         |                  |            |                                                                                                 |      |   |     |     | 01/07/2006 <sup>(1)</sup> | 01/07/2015         | Common<br>Stock | 3                |
| Incentive Stock<br>Option (right to<br>buy-DF004885) | \$ 25.6821                         |                  |            |                                                                                                 |      |   |     |     | 01/13/2007 <sup>(1)</sup> | 01/13/2016         | Common<br>Stock | 2                |
| Incentive Stock<br>Option (right to                  | \$ 25.6821                         |                  |            |                                                                                                 |      |   |     |     | 01/13/2007 <sup>(1)</sup> | 01/13/2016         | Common<br>Stock | 1                |

buy-DV000979)

|                                                             |            |                           |            |                 |    |
|-------------------------------------------------------------|------------|---------------------------|------------|-----------------|----|
| Incentive Stock<br>Option (right to<br>buy-DF005338)        | \$ 30.1121 | 02/12/2008 <sup>(1)</sup> | 02/12/2017 | Common<br>Stock | 2  |
| Incentive Stock<br>Option (right to<br>buy-DV000980)        | \$ 30.1121 | 02/12/2008 <sup>(1)</sup> | 02/12/2017 | Common<br>Stock | 1  |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-DF006424) | \$ 25.37   | 01/15/2009 <sup>(2)</sup> | 01/15/2018 | Common<br>Stock | 41 |
| Restricted Stock<br>Units<br>(DU003749)                     | \$ 0       | 01/13/2007 <sup>(3)</sup> | 01/13/2016 | Common<br>Stock | 53 |
| Restricted Stock<br>Units<br>(DV005425)                     | \$ 0       | 01/13/2007 <sup>(3)</sup> | 01/13/2016 | Common<br>Stock | 25 |
| Restricted Stock<br>Units<br>(DU003832)                     | \$ 0       | 02/12/2008 <sup>(3)</sup> | 02/12/2017 | Common<br>Stock | 80 |
| Restricted Stock<br>Units<br>(DV005219)                     | \$ 0       | 02/12/2008 <sup>(3)</sup> | 02/12/2017 | Common<br>Stock | 37 |
| Restricted Stock<br>Units<br>(DU004303)                     | \$ 0       | 01/15/2009 <sup>(4)</sup> | 01/15/2018 | Common<br>Stock | 13 |

## Reporting Owners

| Reporting Owner Name / Address                                         | Relationships |           |                              |       |
|------------------------------------------------------------------------|---------------|-----------|------------------------------|-------|
|                                                                        | Director      | 10% Owner | Officer                      | Other |
| ENGLES GREGG L<br>2515 MCKINNEY AVENUE, SUITE 1200<br>DALLAS, TX 75201 | X             |           | Chairman of<br>the Board and |       |

## Signatures

Katherine K. Connell, Attorney  
In Fact 08/20/2008

\_\_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)

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

- (2) The shares of common stock subject to the Option, which is issued under the Company's 2007 Stock Incentive Plan, vest ratably in three equal increments commencing on the first anniversary of the grant date.

- A Restricted 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 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 of the grant date, subject to certain accelerated vesting provisions.

- (3) A Restricted Stock Unit, which is issued under the Company'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 of the grant date, subject to certain accelerated vesting provisions.

### Remarks:

SECOND OF TWO (2) FORM 4s 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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