

DEAN FOODS CO
Form 4
January 05, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GREEN STEPHEN L

(Last) (First) (Middle)

285 RIVERSIDE AVENUE, SUITE 250

(Street)

WESTPORT, CT 06880

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2008

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 Ownership (Instr. 4)
Common Stock	12/31/2008		A	(A) or (D) A	2,890 (1) \$ 0	101,856 (2)	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)

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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 of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy SI001316)	\$ 8.0206					06/30/1999 ⁽³⁾	06/30/2009	Common Stock	11,200 ⁽⁴⁾
Non-Qualified Stock Option (right to buy DV001426)	\$ 8.0206					06/30/1999 ⁽³⁾	06/30/2009	Common Stock	5,280 ⁽⁴⁾
Non-Qualified Stock Option (right to buy T0000632)	\$ 8.0206					06/30/1999 ⁽³⁾	06/30/2009	Common Stock	2,070 ⁽⁴⁾
Non-Qualified Stock Option (right to buy DV001443)	\$ 8.0206					06/30/1999 ⁽³⁾	06/30/2009	Common Stock	974 ⁽⁴⁾
Non-Qualified Stock Option (right to buy SI001801)	\$ 9.3614					06/30/2000 ⁽³⁾	06/30/2010	Common Stock	11,200 ⁽⁴⁾
Non-Qualified Stock Option (right to buy DV001436)	\$ 9.3614					06/30/2000 ⁽³⁾	06/30/2010	Common Stock	5,280 ⁽⁴⁾
Non-Qualified Stock Option (right to buy T0000636)	\$ 9.3614					06/30/2000 ⁽³⁾	06/30/2010	Common Stock	2,070 ⁽⁴⁾
Non-Qualified Stock Option (right to buy DV001431)	\$ 9.3614					06/30/2000 ⁽³⁾	06/30/2010	Common Stock	974 ⁽⁴⁾
	\$ 10.1707					06/29/2001 ⁽³⁾	06/29/2011		

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Non-Qualified Stock Option (right to buy SF002503)				Common Stock	11,2 (4)	
Non-Qualified Stock Option (right to buy DV001433)	\$ 10.1707		06/29/2001 ⁽³⁾	06/29/2011	Common Stock	5,28 (4)
Non-Qualified Stock Option (right to buy T0000641)	\$ 10.1707		06/29/2001 ⁽³⁾	06/29/2011	Common Stock	2,07 (4)
Non-Qualified Stock Option (right to buy DV001428)	\$ 10.1707		06/29/2001 ⁽³⁾	06/29/2011	Common Stock	974
Non-Qualified Stock Option (right to buy DF002166)	\$ 14.2351		07/01/2002 ⁽³⁾	07/01/2012	Common Stock	11,2 (4)
Non-Qualified Stock Option (right to buy DV001437)	\$ 14.2351		07/01/2002 ⁽³⁾	07/01/2012	Common Stock	5,28 (4)
Non-Qualified Stock Option (right to buy T0000647)	\$ 14.2351		07/01/2002 ⁽³⁾	07/01/2012	Common Stock	2,07 (4)
Non-Qualified Stock Option (right to buy DV001427)	\$ 14.2351		07/01/2002 ⁽³⁾	07/01/2012	Common Stock	974
Non-Qualified Stock Option (right to buy DF002876)	\$ 18.1003		06/30/2003 ⁽³⁾	06/30/2013	Common Stock	3,75 (4)
Non-Qualified Stock Option (right to buy DV001438)	\$ 18.1003		06/30/2003 ⁽³⁾	06/30/2013	Common Stock	1,76 (4)
Non-Qualified Stock Option (right to buy T0000813)	\$ 18.1003		06/30/2003 ⁽³⁾	06/30/2013	Common Stock	691
	\$ 18.1003		06/30/2003 ⁽³⁾	06/30/2013		325

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Non-Qualified Stock Option (right to buy DV001439)				Common Stock	
Non-Qualified Stock Option (right to buy DF003664)	\$ 21.4389	06/30/2004 ⁽³⁾	06/30/2014	Common Stock	3,75 <u>(4)</u>
Non-Qualified Stock Option (right to buy DV001442)	\$ 21.4389	06/30/2004 ⁽³⁾	06/30/2014	Common Stock	1,76 <u>(4)</u>
Non-Qualified Stock Option (right to buy T0000786)	\$ 21.4389	06/30/2004 ⁽³⁾	06/30/2014	Common Stock	691
Non-Qualified Stock Option (right to buy DV001440)	\$ 21.4389	06/30/2004 ⁽³⁾	06/30/2014	Common Stock	325
Non-Qualified Stock Option (right to buy DF905918)	\$ 23.9808	06/30/2005 ⁽³⁾	06/30/2015	Common Stock	3,75 <u>(4)</u>
Non-Qualified Stock Option (right to buy DV001429)	\$ 23.9808	06/30/2005 ⁽³⁾	06/30/2015	Common Stock	1,76 <u>(4)</u>
Non-Qualified Stock Option (right to buy DF005291)	\$ 25.3078	06/30/2006 ⁽³⁾	06/30/2016	Common Stock	3,75 <u>(4)</u>
Non-Qualified Stock Option (right to buy DV001430)	\$ 25.3078	06/30/2006 ⁽³⁾	06/30/2016	Common Stock	1,76 <u>(4)</u>
Non-Qualified Stock Option (right to buy DF005996)	\$ 31.87	06/29/2007 ⁽³⁾	06/29/2017	Common Stock	3,75 <u>(4)</u>
Non-Qualified Stock Option (right to buy DF006485)	\$ 19.62	06/30/2008 ⁽⁵⁾	06/30/2018	Common Stock	3,75 <u>(4)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREEN STEPHEN L 285 RIVERSIDE AVENUE SUITE 250 WESTPORT, CT 06880	X			

Signatures

Katherine K. Connell, Attorney-In-Fact	01/05/2009
**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) These are restricted shares issued under the Issuer's 2007 Stock Incentive Plan in payment of fees owed for services as an independent director. All such shares are subject to vesting in three equal increments, with the first vesting occurring as of the date the shares were issued and then annually thereafter.
 - (2) Includes 2,220 shares of Restricted Stock Units ("RSUs") which have vested and for which the reporting person has opted to defer receipt until a future date. This amount has been reduced since the date of the reporting person's last Form 4, due to a transfer of such deferred shares to his former spouse pursuant to a Separation Agreement.
 - (3) The options were automatically granted under the Issuer's 1997 Amended and Restated Stock Option and Restricted Stock Plan, and are fully vested and immediately exercisable upon grant.
 - (4) Since the date of the reporting person's last Form 4, he has transferred options for shares of Issuer's stock to his former spouse pursuant to a Separation Agreement.
 - (5) The options were granted automatically under the Issuer's 2007 Stock Incentive Plan, and are fully vested and immediately exercisable upon grant.

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