

DEAN FOODS CO  
Form SC 13G  
January 07, 2011

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934

Dean Foods Company  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

242370104  
(CUSIP Number)

December 28,  
2010  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



CUSIP No. 242370104

13G

OF REPORTING PERSONS  
 IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Investment Limited Partnership I

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

ONLY

TITLE OR PLACE OF ORGANIZATION

- NUMBER OF 5 SOLE VOTING POWER  
 SHARES -0-
- BENEFICIALLY 6 SHARED VOTING POWER  
 OWNED BY 4,348,074
- EACH 7 SOLE DISPOSITIVE POWER  
 REPORTING -0-
- PERSON 8 SHARED DISPOSITIVE POWER  
 WITH 4,348,074
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 4,348,074
- 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE  
 INSTRUCTIONS) 0
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
 2.39%
- 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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CUSIP No. 242370104

13G

OF REPORTING PERSONS  
 IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

and Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

ONLY

TYPE OF ORGANIZATION OR PLACE OF ORGANIZATION

In Islands

|              |   |                          |
|--------------|---|--------------------------|
| NUMBER OF    | 5   | SOLE VOTING POWER        |
| SHARES       | -0-   |                          |
| BENEFICIALLY | 6   | SHARED VOTING POWER      |
| OWNED BY     | 6,369,156   |                          |
| EACH         | 7   | SOLE DISPOSITIVE POWER   |
| REPORTING    | -0-   |                          |
| PERSON       | 8   | SHARED DISPOSITIVE POWER |
| WITH         | 6,369,156   |                          |
| 9            | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                        |                          |
|              | 6,369,156   |                          |
| 10           | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) |                          |
|              | 0   |                          |
| 11           | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)                                   |                          |
|              | 3.50%   |                          |

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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CUSIP No. 242370104

13G

OF REPORTING PERSONS  
 IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Investment Fund L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

ONLY

TITLE OR PLACE OF ORGANIZATION

|              |   |                          |
|--------------|---|--------------------------|
| NUMBER OF    | 5   | SOLE VOTING POWER        |
| SHARES       | -0-   |                          |
| BENEFICIALLY | 6   | SHARED VOTING POWER      |
| OWNED BY     | 1,317,045   |                          |
| EACH         | 7   | SOLE DISPOSITIVE POWER   |
| REPORTING    | -0-   |                          |
| PERSON       | 8   | SHARED DISPOSITIVE POWER |
| WITH         | 1,317,045   |                          |
| 9            | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                        |                          |
|              | 1,317,045   |                          |
| 10           | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) |                          |
|              | 0   |                          |
| 11           | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)                                   |                          |
|              | .72%  |                          |

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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CUSIP No. 242370104

13G

OF REPORTING PERSONS  
 IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

ed Master Ltd.

PLEASE CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

ONLY

TYPE OF REPORTING PERSON OR PLACE OF ORGANIZATION

in Islands

|              |   |                          |
|--------------|---|--------------------------|
| NUMBER OF    | 5   | SOLE VOTING POWER        |
| SHARES       | -0-   |                          |
| BENEFICIALLY | 6   | SHARED VOTING POWER      |
| OWNED BY     | 1,362,261   |                          |
| EACH         | 7   | SOLE DISPOSITIVE POWER   |
| REPORTING    | -0-   |                          |
| PERSON       | 8   | SHARED DISPOSITIVE POWER |
| WITH         | 1,362,261   |                          |
| 9            | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                        |                          |
|              | 1,362,261   |                          |
| 10           | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) |                          |
|              | o   |                          |
| 11           | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)                                   |                          |
|              | .75%  |                          |

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

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CUSIP No. 242370104

13G

OF REPORTING PERSONS  
 IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Management L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

ONLY

TITLE OR PLACE OF ORGANIZATION

|              |   |                          |
|--------------|---|--------------------------|
| NUMBER OF    | 5   | SOLE VOTING POWER        |
| SHARES       | -0-   |                          |
| BENEFICIALLY | 6   | SHARED VOTING POWER      |
| OWNED BY     | 13,396,536  |                          |
| EACH         | 7   | SOLE DISPOSITIVE POWER   |
| REPORTING    | -0-   |                          |
| PERSON       | 8   | SHARED DISPOSITIVE POWER |
| WITH         | 13,396,536  |                          |
| 9            | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                        |                          |
|              | 13,396,536  |                          |
| 10           | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) |                          |
|              | 0   |                          |
| 11           | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)                                   |                          |
|              | 7.35%   |                          |

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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CUSIP No. 242370104

13G

OF REPORTING PERSONS  
 IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Partners Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

ONLY

TITLE OR PLACE OF ORGANIZATION

|              |   |                          |
|--------------|---|--------------------------|
| NUMBER OF    | 5   | SOLE VOTING POWER        |
| SHARES       | -0-   |                          |
| BENEFICIALLY | 6   | SHARED VOTING POWER      |
| OWNED BY     | 13,396,536  |                          |
| EACH         | 7   | SOLE DISPOSITIVE POWER   |
| REPORTING    | -0-   |                          |
| PERSON       | 8   | SHARED DISPOSITIVE POWER |
| WITH         | 13,396,536  |                          |
| 9            | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                        |                          |
|              | 13,396,536  |                          |
| 10           | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) |                          |
|              | 0   |                          |
| 11           | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)                                   |                          |
|              | 7.35%   |                          |

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

---

CUSIP No. 242370104

13G

OF REPORTING PERSONS  
 IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Number of

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

ONLY

TITLE OR PLACE OF ORGANIZATION

5

NUMBER OF 5 SOLE VOTING POWER

SHARES -0-

BENEFICIALLY 6 SHARED VOTING POWER

OWNED BY 13,396,536

EACH 7 SOLE DISPOSITIVE POWER

REPORTING -0-

PERSON 8 SHARED DISPOSITIVE POWER

WITH 13,396,536

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

13,396,536

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) 0

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

7.35%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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Item 1. (a) Name of Issuer

Dean Foods Company

Item 1. (b) Address of Issuer's Principal Executive Offices

2711 North Haskell Ave., Suite 3400 Dallas, TX 75204

Item 2. (a) Name of Person Filing

This statement is being filed by and on behalf of Appaloosa Investment Limited Partnership I ("AILP"), Palomino Fund Ltd. ("Palomino"), Thoroughbred Fund L.P. ("TFLP"), Thoroughbred Master Ltd. ("TML"), Appaloosa Management L.P. ("AMLP"), Appaloosa Partners Inc. ("API") and David A. Tepper ("Mr. Tepper" and, together with AILP, Palomino, TFLP, TML, AMLP and API, the "Reporting Persons"). Mr. Tepper is the sole stockholder and the President of API. API is the general partner of, and Mr. Tepper owns a majority of the limited partnership interest in, AMLP. AMLP is the general partner of AILP and TFLP, and acts as investment advisor to Palomino and TML.

Item 2. (b) Address of Principal Business Office or, if None, Residence

The business address of each of the Reporting Persons is c/o Appaloosa Management L.P., 51 John F. Kennedy Parkway, Short Hills, New Jersey 07078.

Item 2. (c) Citizenship

AILP is a Delaware limited partnership. Palomino is a British Virgin Islands corporation. TFLP is a Delaware limited partnership. TML is a British Virgin Islands corporation. AMLP is a Delaware limited partnership. API is a Delaware corporation. Mr. Tepper is a citizen of the United States.

Item 2. (d) Title of Class of Securities

Common Stock, par value \$0.01 per share.

Item 2. (e) CUSIP Number

242370104

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

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- (f) o An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j) o A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) o Group, in accordance with §240.13d-1(b)(1)(ii)(K);

Not applicable as this Schedule 13G is filed pursuant to Rule 13d-1(c).

Item 4. Ownership

The percentages set forth in this Item 4 are based on there being 182,182,595 shares of Common Stock outstanding as of October 29, 2010, as disclosed in Dean Food Company's Form 10-Q for the period ended September 30, 2010 (filed November 9, 2010).

AILP:

- (a) Amount beneficially owned: 4,348,074
- (b) Percent of class: 2.39%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: -0-
  - (ii) Shared power to vote or to direct the vote: 4,348,074
  - (iii) Sole power to dispose or to direct the disposition: -0-
  - (iv) Shared power to dispose or to direct the disposition: 4,348,074

Palomino:

- (a) Amount beneficially owned: 6,369,156
- (b) Percent of class: 3.50%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: -0-
  - (ii) Shared power to vote or to direct the vote: 6,369,156
  - (iii) Sole power to dispose or to direct the disposition: -0-
  - (iv) Shared power to dispose or to direct the disposition: 6,369,156

TFLP:

- (a) Amount beneficially owned: 1,317,045
- (b) Percent of class: .72%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: -0-
  - (ii) Shared power to vote or to direct the vote: 1,317,045
  - (iii) Sole power to dispose or to direct the disposition: -0-
  - (iv) Shared power to dispose or to direct the disposition: 1,317,045

TML:

- (a) Amount beneficially owned: 1,362,261
- (b) Percent of class: .75%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: -0-
  - (ii) Shared power to vote or to direct the vote: 1,362,261
  - (iii) Sole power to dispose or to direct the disposition: -0-
  - (iv) Shared power to dispose or to direct the disposition: 1,362,261

AMLPL:

- (a) Amount beneficially owned: 13,396,536
- (b) Percent of class: 7.35%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: -0-
  - (ii) Shared power to vote or to direct the vote: 13,396,536
  - (iii) Sole power to dispose or to direct the disposition: -0-
  - (iv) Shared power to dispose or to direct the disposition: 13,396,536

API:

- (a) Amount beneficially owned: 13,396,536
- (b) Percent of class: 7.35%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: -0-
  - (ii) Shared power to vote or to direct the vote: 13,396,536
  - (iii) Sole power to dispose or to direct the disposition: -0-
  - (iv) Shared power to dispose or to direct the disposition: 13,396,536

Mr. Tepper:

- (a) Amount beneficially owned: 13,396,536
- (b) Percent of class: 7.35%
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: -0-
  - (ii) Shared power to vote or to direct the vote: 13,396,536
  - (iii) Sole power to dispose or to direct the disposition: -0-
  - (iv) Shared power to dispose or to direct the disposition: 13,396,536

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable.

Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the  
7. Parent Holding Company

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 7, 2011

APPALOOSA INVESTMENT  
LIMITED PARTNERSHIP I

By: APPALOOSA  
MANAGEMENT L.P., Its  
General Partner

By: APPALOOSA  
PARTNERS INC., Its General  
Partner

By: /s/ David A.  
Tepper  
Name: David A. Tepper  
Title: President

PALOMINO FUND LTD.

By: APPALOOSA  
MANAGEMENT L.P., Its  
Investment Advisor

By: APPALOOSA  
PARTNERS INC., Its General  
Partner

By: /s/ David A.  
Tepper  
Name: David A. Tepper  
Title: President

THOROUGHBRED FUND L.P.

By: APPALOOSA  
MANAGEMENT L.P., Its  
General Partner

By: APPALOOSA  
PARTNERS INC., Its General  
Partner

By: /s/ David A.  
Tepper  
Name: David A. Tepper  
Title: President

THOROUGHBRED MASTER  
LTD.

By: APPALOOSA  
MANAGEMENT L.P., Its  
Investment Advisor

By: APPALOOSA  
PARTNERS INC., Its General  
Partner

By: /s/ David A.  
Tepper  
Name: David A. Tepper  
Title: President

APPALOOSA  
MANAGEMENT L.P.

By: APPALOOSA PARTNERS  
INC., Its General Partner

By: /s/ David A.  
Tepper  
Name: David A. Tepper  
Title: President

APPALOOSA PARTNERS  
INC.

By: /s/ David A.  
Tepper  
Name: David A. Tepper  
Title: President

/s/ David A.  
Tepper  
David A. Tepper



EXHIBIT A

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JOINT FILING AGREEMENT

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The undersigned agree that the foregoing Statement on Schedule 13G (including any and all amendments thereto) is being filed with the Securities and Exchange Commission on behalf of each of the undersigned pursuant to Rule 13d-1(k) under the Act and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings.

Dated: January 7, 2011

APPALOOSA INVESTMENT  
LIMITED PARTNERSHIP I

By: APPALOOSA  
MANAGEMENT L.P., Its  
General Partner

By: APPALOOSA  
PARTNERS INC., Its General  
Partner

By: /s/ David A.  
Tepper  
Name: David A. Tepper  
Title: President

PALOMINO FUND LTD.

By: APPALOOSA  
MANAGEMENT L.P., Its  
Investment Advisor

By: APPALOOSA  
PARTNERS INC., Its General  
Partner

By: /s/ David A.  
Tepper  
Name: David A. Tepper  
Title: President

THOROUGHBRED FUND L.P.



By: APPALOOSA  
MANAGEMENT L.P., Its  
General Partner

By: APPALOOSA  
PARTNERS INC., Its General  
Partner

By: /s/ David A.  
Tepper  
Name: David A. Tepper  
Title: President

THOROUGHBRED MASTER  
LTD.

By: APPALOOSA  
MANAGEMENT L.P., Its  
Investment Advisor

By: APPALOOSA  
PARTNERS INC., Its General  
Partner

By: /s/ David A.  
Tepper  
Name: David A. Tepper  
Title: President

APPALOOSA  
MANAGEMENT L.P.

By: APPALOOSA PARTNERS  
INC., Its General Partner

By: /s/ David A.  
Tepper  
Name: David A. Tepper  
Title: President

APPALOOSA PARTNERS  
INC.

By: /s/ David A.  
Tepper  
Name: David A. Tepper  
Title: President

/s/ David A.  
Tepper  
David A. Tepper