

DEAN FOODS CO

Form 4

July 10, 2007

**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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
07/07/2007

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 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)
Common Stock	07/07/2007		M	Amount (1) 62,400 (A) or (D) A	\$ 0 2,704,859	D	
Common Stock	07/07/2007		M	Amount (1) (3) (4) 29,296 (A) or (D) A	\$ 0 2,734,155	D	
Common Stock	07/07/2007		M	Amount (1) 11,500 (A) or (D) A	\$ 0 2,745,655	D	
Common Stock	07/07/2007		M	Amount (1) (3) 5,398 (A) or (D) A	\$ 0 2,751,053 (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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Non-Qualified Stock Option (right to buy-DF001329)	\$ 11.6934 (4)					01/14/2003 <sup>(5)</sup> 01/14/2012	Common Stock 45
Non-Qualified Stock Option (right to buy-DV000972)	\$ 11.6934 (4)					01/14/2003 <sup>(5)</sup> 01/14/2012	Common Stock 21
Non-Qualified Stock Option (right to buy-T0000663)	\$ 11.6934 (4)					01/14/2003 <sup>(5)</sup> 01/14/2012	Common Stock 4
Non-Qualified Stock Option (right to buy-DV000973)	\$ 11.6934 (4)					01/14/2003 <sup>(5)</sup> 01/14/2012	Common Stock 2,1
Non-Qualified Stock Option (right to buy-DF001512)	\$ 11.6934 (4)					01/14/2003 <sup>(5)</sup> 01/14/2012	Common Stock 59
Non-Qualified Stock Option (right to buy-DV000988)	\$ 11.6934 (4)					01/14/2003 <sup>(5)</sup> 01/14/2012	Common Stock 27
Non-Qualified Stock Option (right to	\$ 11.6934 (4)					01/14/2003 <sup>(5)</sup> 01/14/2012	Common Stock 6

buy-T0000675)						
Non-Qualified Stock Option (right to buy-DV000990)	\$ 11.6934 <u>(4)</u>	01/14/2003 <sup>(5)</sup>	01/14/2012	Common Stock	2,8	
Non-Qualified Stock Option (right to buy-DF002188)	\$ 14.2466 <u>(4)</u>	01/06/2004 <sup>(5)</sup>	01/06/2013	Common Stock	60	
Non-Qualified Stock Option (right to buy-DV000987)	\$ 14.2466 <u>(4)</u>	01/06/2004 <sup>(5)</sup>	01/06/2013	Common Stock	28	
Non-Qualified Stock Option (right to buy-T0000656)	\$ 14.2466 <u>(4)</u>	01/06/2004 <sup>(5)</sup>	01/06/2013	Common Stock	40	
Non-Qualified Stock Option (right to buy-DV000992)	\$ 14.2466 <u>(4)</u>	01/06/2004 <sup>(5)</sup>	01/16/2013	Common Stock	19	
Non-Qualified Stock Option (right to buy-TU000181)	\$ 17.9107 <u>(4)</u>	01/13/2005 <sup>(5)</sup>	01/13/2014	Common Stock	1	
Non-Qualified Stock Option (right to buy-DV000991)	\$ 17.9107 <u>(4)</u>	01/13/2005 <sup>(5)</sup>	01/13/2014	Common Stock	73	
Non-Qualified Stock Option (right to buy-TU000183)	\$ 17.9107 <u>(4)</u>	01/13/2005 <sup>(5)</sup>	01/13/2014	Common Stock		
Non-Qualified Stock Option (right to buy-DV000976)	\$ 17.9107 <u>(4)</u>	01/13/2005 <sup>(5)</sup>	01/13/2014	Common Stock	9	
Non-Qualified Stock Option (right to buy-DF003303)	\$ 17.9107 <u>(4)</u>	01/13/2005 <sup>(5)</sup>	01/13/2014	Common Stock	32	
Non-Qualified Stock Option (right to buy-DV000975)	\$ 17.9107 <u>(4)</u>	01/13/2005 <sup>(5)</sup>	01/13/2014	Common Stock	15	

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Non-Qualified Stock Option (right to buy-T0000901)	\$ 17.9107 <u>(4)</u>	01/13/2005 <sup>(5)</sup>	01/13/2014	Common Stock	40
Non-Qualified Stock Option (right to buy-DV000989)	\$ 17.9107 <u>(4)</u>	01/13/2005 <sup>(5)</sup>	01/13/2014	Common Stock	19
Non-Qualified Stock Option (right to buy-TU000182)	\$ 18.3014 <u>(4)</u>	01/07/2006 <sup>(5)</sup>	01/07/2015	Common Stock	
Non-Qualified Stock Option (right to buy-DV000977)	\$ 18.3014 <u>(4)</u>	01/07/2006 <sup>(5)</sup>	01/07/2015	Common Stock	1
Non-Qualified Stock Option (right to buy-DF902595)	\$ 18.3014 <u>(4)</u>	01/07/2006 <sup>(5)</sup>	01/07/2015	Common Stock	28
Non-Qualified Stock Option (right to buy_DV000986)	\$ 18.3014 <u>(4)</u>	01/07/2006 <sup>(5)</sup>	01/07/2015	Common Stock	13
Non-Qualified Stock Option (right to buy-T0000619)	\$ 18.3014 <u>(4)</u>	01/07/2006 <sup>(4)</sup>	01/07/2015	Common Stock	52
Non-Qualified Stock Option (right to buy-DV000993)	\$ 18.3014 <u>(4)</u>	01/07/2006 <sup>(5)</sup>	01/07/2015	Common Stock	24
Non-Qualified Stock Option (right to buy-DF004886)	\$ 25.6821 <u>(4)</u>	01/13/2007 <sup>(5)</sup>	01/13/2016	Common Stock	43
Non-Qualified Stock Option (right to buy-DV000978)	\$ 25.6821 <u>(4)</u>	01/13/2007 <sup>(5)</sup>	01/13/2016	Common Stock	20
Non-Qualified Stock Option (right to buy-DF005346)	\$ 30.1121 <u>(4)</u>	02/12/2008 <sup>(5)</sup>	02/12/2017	Common Stock	24
		02/12/2008 <sup>(5)</sup>	02/12/2017		

Non-Qualified \$ 30.1121  
 Stock Option (4)  
 (right to  
 buy-DV000981)

Common 11  
 Stock

## Reporting Owners

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

## Signatures

Gregg L. Engles 07/10/2007

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) The reporting person is entitled to received the shares of common stock of the Issuer pursuant to certain accelerated vesting provisions in the 2005 Award of Restricted Stock Units.
- (2) The total has been adjusted to reflect that the reporting person received 49 shares as distribution from WSW 1997 Exchange Fund, L.P., in which the reporting person invested shares in March 1998.
- (3) Due to a special cash dividend of \$15.00, paid by Issuer on April 2, 2007, to shareholders of record on March 27, 2007, the number of RSUs has been adjusted to maintain the value of the RSU award, post-dividend.
- (4) Due to a special cash dividend of \$15.00, paid by Issuer on April 2, 2007, to shareholders of record on March 27, 2007, the option exercise price and number of shares has been adjusted to maintain the value of the option award, post-dividend.
- (5) The shares of common stock subject to the Option vest ratably in three equal increments commencing on the first anniversary of the grant date.

### Remarks:

CONTINUED ON SECOND 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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