

DEAN FOODS CO
Form 4
December 19, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Tanner Gregg A

(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)

12/17/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Exec VP, Supply Chain

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	(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 Security (Instr. 3)	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Se (Instr. 3 and 4)
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Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy-DF006018)	\$ 26.67							11/06/2008 ⁽¹⁾	11/06/2017	Common Stock
Non-Qualified Stock Option (right to buy-DF006019)	\$ 26.67							11/06/2008 ⁽¹⁾	11/06/2017	Common Stock
Restricted Stock Units (DU003940)	\$ 0							11/06/2008 ⁽²⁾	11/06/2017	Common Stock
Restricted Stock Units (DU003945)	\$ 0							11/06/2008 ⁽²⁾	11/06/2017	Common Stock
Restricted Stock Units (DU)	\$ 0	12/17/2007		A		5,000		11/01/2012 ⁽³⁾	12/17/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tanner Gregg A 2515 MCKINNEY AVENUE, SUITE 1200 DALLAS, TX 75201			Exec VP, Supply Chain	

Signatures

Gregg A.
Tanner
12/19/2007

 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 shares of common stock subject to the Option, which is issued under the Company's 1997 Stock Option and Restricted Stock Plan, vest ratably in three equal increments commencing on the first anniversary of the date of grant.
- (2) 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

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five-year period beginning on the first anniversary of the date of grant, subject to certain accelerated vesting provisions.

- (3) The reporting person has received Restricted Stock Units, which are issued under the Company's 1989 Stock Awards Plan, and 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 will vest on November 1, 2012, five years from the reporting person's date of employment, pursuant to the terms of his letter offering employment.

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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