

DEAN FOODS CO
Form 3
February 01, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

Â Fehr Richard

(Last) (First) (Middle)

2515 MCKINNEY AVENUE,
SUITE 1200

(Street)

DALLAS,Â TXÂ 75201

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

01/22/2008

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner

X Officer ___ Other
(give title below) (specify below)

Senior Vice President

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

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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect (I)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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(Instr. 5)

| | | | | | | | |
|--|---------------------------|------------|--------------|--------|------------|---|---|
| Non-Qualified Stock Option (right to buy-DF002204) | 01/06/2004 ⁽¹⁾ | 01/06/2013 | Common Stock | 70,968 | \$ 14.2466 | D | Â |
| Incentive Stock Option (right to buy-DF002203) | 01/06/2004 ⁽¹⁾ | 01/06/2013 | Common Stock | 4,032 | \$ 14.2466 | D | Â |
| Non-Qualified Stock Option (right to buy-T0000605) | 01/06/2004 ⁽¹⁾ | 01/06/2013 | Common Stock | 13,078 | \$ 14.2466 | D | Â |
| Incentive Stock Option (right to buy-T0001049) | 01/06/2004 ⁽¹⁾ | 01/06/2013 | Common Stock | 743 | \$ 14.2466 | D | Â |
| Non-Qualified Stock Option (right to buy-DV001088) | 01/06/2004 ⁽¹⁾ | 01/06/2013 | Common Stock | 33,319 | \$ 14.2466 | D | Â |
| Incentive Stock Option (right to buy-DV001091) | 01/06/2004 ⁽¹⁾ | 01/06/2013 | Common Stock | 1,893 | \$ 14.2466 | D | Â |
| Non-Qualified Stock Option (right to buy-DV001085) | 01/06/2004 ⁽¹⁾ | 01/06/2013 | Common Stock | 6,140 | \$ 14.2466 | D | Â |
| Incentive Stock Option (right to buy-DV001071) | 01/06/2004 ⁽¹⁾ | 01/06/2013 | Common Stock | 349 | \$ 14.2466 | D | Â |
| Non-Qualified Stock Option (right to buy-DF003305) | 01/13/2005 ⁽¹⁾ | 01/13/2014 | Common Stock | 46,791 | \$ 17.9107 | D | Â |
| Incentive Stock Option (right to buy-DF003304) | 01/13/2005 ⁽¹⁾ | 01/13/2014 | Common Stock | 1,268 | \$ 17.9107 | D | Â |
| Non-Qualified Stock Option (right to buy-TU000185) | 01/13/2005 ⁽¹⁾ | 01/13/2014 | Common Stock | 1,941 | \$ 17.9107 | D | Â |
| Incentive Stock Option (right to buy-T0000697) | 01/13/2005 ⁽¹⁾ | 01/13/2014 | Common Stock | 8,622 | \$ 17.9107 | D | Â |
| Incentive Stock Option (right to buy-T0001770) | 01/13/2005 ⁽¹⁾ | 01/13/2014 | Common Stock | 395 | \$ 17.9107 | D | Â |
| Non-Qualified Stock Option (right to buy-TU000186) | 01/13/2005 ⁽¹⁾ | 01/13/2014 | Common Stock | 196 | \$ 17.9107 | D | Â |
| Non-Qualified Stock Option (right to buy-DV001066) | 01/13/2005 ⁽¹⁾ | 01/13/2014 | Common Stock | 21,968 | \$ 17.9107 | D | Â |
| Non-Qualified Stock Option (right to buy-DF001054) | 01/13/2005 ⁽¹⁾ | 01/13/2014 | Common Stock | 4,048 | \$ 17.9107 | D | Â |
| | 01/13/2005 ⁽¹⁾ | 01/13/2014 | | 911 | \$ 17.9107 | D | Â |

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| | | | | | | | |
|--|---------------------------|------------|--------------|--------|------------|---|---|
| Non-Qualified Stock Option (right to buy-DV001057) | | | Common Stock | | | | |
| Incentive Stock Option (right to buy-DV001065) | 01/13/2005 ⁽¹⁾ | 01/13/2014 | Common Stock | 595 | \$ 17.9107 | D | Â |
| Incentive Stock Option (right to buy-DV001078) | 01/13/2005 ⁽¹⁾ | 01/13/2014 | Common Stock | 185 | \$ 17.9107 | D | Â |
| Non-Qualified Stock Option (right to buy-DV001058) | 01/13/2005 ⁽¹⁾ | 01/13/2014 | Common Stock | 92 | \$ 17.9107 | D | Â |
| Non-Qualified Stock Option (right to buy-DF902241) | 01/07/2006 ⁽¹⁾ | 01/07/2015 | Common Stock | 24,768 | \$ 18.3014 | D | Â |
| Incentive Stock Option (right to buy-DF902240) | 01/07/2006 ⁽¹⁾ | 01/07/2015 | Common Stock | 5,232 | \$ 18.3014 | D | Â |
| Non-Qualified Stock Option (right to buy-T0000806) | 01/07/2006 ⁽¹⁾ | 01/07/2015 | Common Stock | 4,564 | \$ 18.3014 | D | Â |
| Incentive Stock Option (right to buy-T0001367) | 01/07/2006 ⁽¹⁾ | 01/07/2015 | Common Stock | 643 | \$ 18.3014 | D | Â |
| Non-Qualified Stock Option (right to buy-TU000187) | 01/07/2006 ⁽¹⁾ | 01/07/2015 | Common Stock | 321 | \$ 18.3014 | D | Â |
| Non-Qualified Stock Option (right to buy-DV001069) | 01/07/2006 ⁽¹⁾ | 01/07/2015 | Common Stock | 11,629 | \$ 18.3014 | D | Â |
| Incentive Stock Option (right to buy-DV001068) | 01/07/2006 ⁽¹⁾ | 01/07/2015 | Common Stock | 2,456 | \$ 18.3014 | D | Â |
| Non-Qualified Stock Option (right to buy-DV001055) | 01/07/2006 ⁽¹⁾ | 01/07/2015 | Common Stock | 2,143 | \$ 18.3014 | D | Â |
| Incentive Stock Option (right to buy-DV001070) | 01/07/2006 ⁽¹⁾ | 01/07/2015 | Common Stock | 302 | \$ 18.3014 | D | Â |
| Non-Qualified Stock Option (right to buy-DV001059) | 01/07/2006 ⁽¹⁾ | 01/07/2015 | Common Stock | 151 | \$ 18.3014 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fehr Richard 2515 MCKINNEY AVENUE, SUITE 1200 | Â | Â | Â Senior Vice President | Â |

DALLAS, TX 75201

Signatures

Richard Fehr

01/31/2008

Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 vest ratably in three equal increments commencing on the first anniversary of the grant date.

^

Remarks:

SECOND OF THREE (3) FORMS 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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