

DEAN FOODS CO  
Form 3  
February 01, 2008

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## 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

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

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer \_\_\_\_ Other  
(give title below) (specify below)  
Senior Vice President

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-DF004923)	01/13/2007 <sup>(1)</sup>	01/13/2016	Common Stock	32,122	\$ 25.6821	D	Â
Incentive Stock Option (right to buy-DF004922)	01/13/2007 <sup>(1)</sup>	01/13/2016	Common Stock	2,878	\$ 25.6821	D	Â
Non-Qualified Stock Option (right to buy-DV001061)	01/13/2007 <sup>(1)</sup>	01/13/2016	Common Stock	15,081	\$ 25.6821	D	Â
Incentive Stock Option (right to buy-DV001060)	01/13/2007 <sup>(1)</sup>	01/13/2016	Common Stock	1,351	\$ 25.6821	D	Â
Restricted Stock Units (DU003752)	01/13/2009 <sup>(2)</sup>	01/13/2016	Common Stock	7,200	\$ 0	D	Â
Restricted Stock Units (DV005428)	01/13/2009 <sup>(2)</sup>	01/13/2016	Common Stock	3,380	\$ 0	D	Â
Non-Qualified Stock Option (right to buy-DF005942)	02/12/2008 <sup>(1)</sup>	02/12/2017	Common Stock	32,741	\$ 30.1121	D	Â
Incentive Stock Option (right to buy-DF005352)	02/12/2010 <sup>(1)</sup>	02/12/2017	Common Stock	2,259	\$ 30.1121	D	Â
Non-Qualified Stock Option (right to buy-DV001077)	02/12/2008 <sup>(1)</sup>	02/12/2017	Common Stock	15,372	\$ 30.1121	D	Â
Incentive Stock Option (right to buy-DV001076)	02/12/2008 <sup>(1)</sup>	02/12/2017	Common Stock	1,061	\$ 30.1121	D	Â
Restricted Stock Units (DU003836)	02/12/2008 <sup>(2)</sup>	02/12/2017	Common Stock	12,000	\$ 0	D	Â
Restricted Stock Units (DV005223)	02/12/2008 <sup>(2)</sup>	02/12/2017	Common Stock	5,634	\$ 0	D	Â
Non-Qualified Stock Option (right to buy-DF006437)	01/15/2009 <sup>(1)</sup>	01/15/2018	Common Stock	56,000	\$ 25.37	D	Â
Restricted Stock Units (DU004316)	01/15/2009 <sup>(2)</sup>	01/15/2018	Common Stock	17,000	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fehr Richard 2515 MCKINNEY AVENUE, SUITE 1200 DALLAS, TX 75201	Â	Â	Â Senior Vice President	Â

## 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.  
  
The reporting person has received an award of Restricted Stock Units ("RSUs") which is a right to receive shares of common stock of the
- (2) Issuer in the future, subject to the terms and conditions of the RSU Award Agreement. The RSUs vest annually, on a prorata basis, over a five year period beginning on the first anniversary date of the grant.

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### Remarks:

THIRDÂ OFÂ THREEÂ (3)Â FORMÂ 3sÂ FILEDÂ ONÂ THISÂ SAMEÂ 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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