

DEAN FOODS CO  
Form 4  
February 14, 2008

**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

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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)

02/12/2008

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)
			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 (Instr. 3 and
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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
Incentive Stock Option (right to buy-T0003517)	\$ 14.2466								01/06/2004 <sup>(1)</sup>	01/06/2013	Common Stock
Incentive Stock Option (right to buy-DV000983)	\$ 14.2466								01/06/2004 <sup>(1)</sup>	01/06/2013	Common Stock
Incentive Stock Option (right to buy-DF003302)	\$ 17.9107								01/13/2005 <sup>(1)</sup>	01/13/2014	Common Stock
Incentive Stock Option (right to buy-DV000984)	\$ 17.9107								01/13/2005 <sup>(1)</sup>	01/13/2014	Common Stock
Incentive Stock Option (right to buy-T0003352)	\$ 17.9107								01/13/2005 <sup>(1)</sup>	01/13/2014	Common Stock
Incentive Stock Option (right to buy-DV000982)	\$ 17.9107								01/13/2005 <sup>(1)</sup>	01/13/2014	Common Stock
Incentive Stock Option (right to buy-DF902594)	\$ 18.3014								01/07/2006 <sup>(1)</sup>	01/07/2015	Common Stock
Incentive Stock Option (right to buy-DV000985)	\$ 18.3014								01/07/2006 <sup>(1)</sup>	01/07/2015	Common Stock
Incentive Stock Option (right to buy-T0001295)	\$ 18.3014								01/07/2006 <sup>(1)</sup>	01/07/2015	Common Stock
Incentive Stock Option (right to buy-DV000974)	\$ 18.3014								01/07/2006 <sup>(1)</sup>	01/07/2015	Common Stock
Incentive Stock Option (right to buy-DF004885)	\$ 25.6821								01/13/2007 <sup>(1)</sup>	01/13/2016	Common Stock
Incentive Stock Option (right to buy-DV000979)	\$ 25.6821								01/13/2007 <sup>(1)</sup>	01/13/2016	Common Stock
	\$ 30.1121								02/12/2008 <sup>(1)</sup>	02/12/2017	

Incentive Stock Option (right to buy-DF005338)									Common Stock
Incentive Stock Option (right to buy-DV000980)	\$ 30.1121					02/12/2008 <sup>(1)</sup>	02/12/2017		Common Stock
Non-Qualified Stock Option (right to buy-DF006424)	\$ 25.37					01/15/2009 <sup>(2)</sup>	01/15/2018		Common Stock
Restricted Stock Units (DU003749)	\$ 0					01/13/2007 <sup>(3)</sup>	01/13/2016		Common Stock
Restricted Stock Units (DV005425)	\$ 0					01/13/2007 <sup>(3)</sup>	01/13/2016		Common Stock
Restricted Stock Units (DU003832)	\$ 0	02/12/2008		M	20,000 <sup>(5)</sup>	02/12/2008 <sup>(3)</sup>	02/12/2017		Common Stock
Restricted Stock Units (DV005219)	\$ 0	02/12/2008		M	9,390 <sup>(5)</sup>	02/12/2008 <sup>(3)</sup>	02/12/2017		Common Stock
Restricted Stock Units (DU004303)	\$ 0					01/15/2009 <sup>(4)</sup>	01/15/2018		Common 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 02/14/2008

    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 vest ratably in three equal increments commencing on the first anniversary of the grant date.

(2)

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The shares of common stock subject to the Option, which is issued under the Company's 2007 Stock Incentive Plan, vest ratably in three equal increments commencing on the first anniversary of the grant date.

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

- (4) A Restricted Stock Unit, which is issued under the Company's 2007 Stock Incentive 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 five-year period beginning on the first anniversary of the grant date, subject to certain accelerated vesting provisions.

- (5) The reporting person was entitled to receive a total of 29,390 shares of common stock of the Issuer pursuant to the vesting provisions in the 2007 Award of Restricted Stock Units ("RSUs"). A total of 9,425 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 19,965 net shares of common stock.

### Remarks:

SECOND OF TWO (2) FORM 4s 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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