

Fehr Richard
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

OMB
Number: 3235-0287
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2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fehr Richard

(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
____X____ Officer (give title ____X____ Other (specify
below) below)

Senior Vice President / Business
Optimization, DSD Grp

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and A Underlying S
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(Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy-DF004923)	\$ 25.6821						01/13/2007 ⁽¹⁾	01/13/2016	Common Stock
Incentive Stock Option (right to buy-DF004922)	\$ 25.6821						01/13/2007 ⁽¹⁾	01/13/2016	Common Stock
Non-Qualified Stock Option (right to buy-DV001061)	\$ 25.6821						01/13/2007 ⁽¹⁾	01/13/2016	Common Stock
Incentive Stock Option (right to buy-DV001060)	\$ 25.6821						01/13/2007 ⁽¹⁾	01/13/2016	Common Stock
Restricted Stock Units (DU003752)	\$ 0						01/13/2009 ⁽²⁾	01/13/2016	Common Stock
Restricted Stock Units (DV005428)	\$ 0						01/13/2009 ⁽²⁾	01/13/2016	Common Stock
Non-Qualified Stock Option (right to buy-DF005942)	\$ 30.1121						02/12/2008 ⁽¹⁾	02/12/2017	Common Stock
Incentive Stock Option (right to buy-DF005352)	\$ 30.1121						02/12/2010 ⁽¹⁾	02/10/2017	Common Stock
Non-Qualified Stock Option (right to buy-DV001077)	\$ 30.1121						02/12/2008 ⁽¹⁾	02/12/2017	Common Stock
Incentive Stock Option (right to buy-DV001076)	\$ 30.1121						02/12/2008 ⁽¹⁾	02/12/2017	Common Stock
Restricted Stock Units	\$ 0	02/12/2008	M		2,400	(3)	02/12/2008 ⁽²⁾	02/12/2017	Common Stock

(DU003836)

Restricted Stock Units (DV005223)	\$ 0	02/12/2008	M	1,127 (3)	02/12/2008 ⁽²⁾	02/12/2017	Common Stock
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Non-Qualified Stock Option (right to buy-DF006437)	\$ 25.37				01/15/2009 ⁽¹⁾	01/15/2018	Common Stock
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Restricted Stock Units (DU004316)	\$ 0				01/15/2009 ⁽²⁾	01/15/2018	Common Stock
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Reporting Owners

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

Signatures

Richard Fehr	02/14/2008
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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) The reporting person has received an award of Restricted Stock Units ("RSUs") which is a right to receive shares of common stock of the 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 three year period beginning on the first anniversary date of the grant.

- (3) The reporting person was entitled to receive a total of 3,527 shares of common stock of the Issuer pursuant to the vesting provisions in the 2007 Award of Restricted Stock Units ("RSUs"). A total of 934 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 2,593 net shares of common stock.

Remarks:

THIRD OF THREE (3) 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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