

Tanner Gregg A
 Form 4
 December 02, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

(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)
 12/01/2008

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)

Exec VP, Supply Chain

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock				V	9,312	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

Edgar Filing: Tanner Gregg A - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)	
				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 (DU003944)	\$ 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 (DU003946)	\$ 0					11/01/2012 ⁽³⁾	12/17/2017	Common Stock
Non-Qualified Stock Option (right to buy-DF006429)	\$ 25.37					01/15/2009 ⁽⁴⁾	01/15/2018	Common Stock
Restricted Stock Units (DU004308)	\$ 0					01/15/2009 ⁽⁵⁾	01/15/2018	Common Stock
Restricted Stock Units (DU004385)	\$ 0	12/01/2008		A	5,000	12/01/2012 ⁽³⁾	12/01/2018	Common Stock

Reporting Owners

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

DALLAS, TX 75201

Signatures

Angela B. Miro,
Attorney-in-Fact

12/02/2008

__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, 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 grant date.

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

- (3) The reporting person has received Restricted Stock Units, which are issued under the Company's 2007 Stock Incentive 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.

- (4) 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.

- (5) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.