

DEAN FOODS CO
Form 4
January 05, 2009

FORM 4

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

OMB APPROVAL

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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 *
MUSE JOHN R

(Last) (First) (Middle)

200 CRESCENT COURT, SUITE 1600

(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)
09/30/2008

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)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Amount | | |
| | | | | Code | V | | |
| | | | | | Amount | | |
| | | | | (D) | Price | | |

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)

| 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|
| | | | | | | | |

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| Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Am |
|---|------------------|------------|---|------|---|-----|-----|---------------------------|--------------------|-----------------|------------------------|
| | | | | | | | | | | | or Nun of Sha |
| Non-Qualified Stock Option (right to buy-DF005296) | \$ 25.3078 | | | | | | | 06/30/2006 ⁽¹⁾ | 06/30/2016 | Common Stock | 7, |
| Non-Qualified Stock Option (right to buy-DV002933) | \$ 25.3078 | | | | | | | 06/30/2006 ⁽¹⁾ | 06/30/2016 | Common Stock | 3, |
| Non-Qualified Stock Option (right to buy-DF006000) | \$ 31.87 | | | | | | | 06/29/2007 ⁽¹⁾ | 06/29/2017 | Common Stock | 7, |
| Non-Qualified Stock Option (right to buy-DF006489) | \$ 19.62 | | | | | | | 06/30/2008 ⁽²⁾ | 06/30/2018 | Common Stock | 7, |
| Restricted Stock Units (DU003822) | \$ 0 | | | | | | | 06/30/2007 ⁽³⁾ | 06/30/2016 | Common Stock | 8 |
| Restricted Stock Units (DV005208) | \$ 0 | | | | | | | 06/30/2007 ⁽³⁾ | 06/30/2016 | Common Stock | 3 |
| Restricted Stock Units (DU003932) | \$ 0 | | | | | | | 06/29/2008 ⁽³⁾ | 06/29/2017 | Common Stock | 1, |
| Restricted Stock Units (DU004365) | \$ 0 | | | | | | | 06/30/2009 ⁽³⁾ | 06/30/2018 | Common Stock | 2, |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

MUSE JOHN R
200 CRESCENT COURT, SUITE 1600
DALLAS, TX 75201

Signatures

Angela B. Miro,
Attorney-In-Fact

10/02/2008

__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 options were automatically granted under the Issuer's 1997 Amended and Restated Stock Option and Restricted Stock Plan, and are fully vested and immediately exercisable upon grant.
 - (2) The options were automatically granted under the Issuer's 2007 Stock Incentive Plan, and are fully vested and immediately exercisable upon grant.
- The reporting person has received an award of Restricted Stock Units ("RSUs") which is a right to receive shares of common stock of the
- (3) 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.

Remarks:

SECOND OF TWO (2) FORM 4s FILED ON 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. 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.