Kroeker Harrald F.K. Form 4 January 20, 2009

## FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

Expires: January 31, 2005

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 Ad Kroeker Harr	•	rting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			DEAN FOODS CO [DF]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	•		
	515 MCKINNEY VENUE, SUITE 1200		(Month/Day/Year) 01/15/2009	Director 10% OwnerX Officer (give title Other (specify below) President-DSD Group		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
DALLAS, T	X 75201		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I. Non Desirative Committee	Acquired Disposed of an Popolicially Owner		

(City)	(State) (	Zip) Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	Securities For Beneficially (D Owned In Following (Ir	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	01/15/2009		M	4,100 (1)	A	\$ 0 (1)	7,039	D	
Common Stock	01/15/2009		F	1,339 (1)	D	\$ 18.17	5,700	D	

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

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SEC 1474

(9-02)

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# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\it{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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)	Code	5. Number ion Derivat Securities Acquired (A) or Disposed (D) (Instr. 3, 4 and 5)	ve Expiration Date (Month/Day/Yea	6. Date Exercisable and Expiration Date (Month/Day/Year)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy-DF005325)	\$ 29.0914					12/01/2007 <u>(3)</u>	12/01/2016	Common Stock
Restricted Stock Units (DU003828)	\$ 0					12/01/2007 <u>(2</u>	12/01/2016	Common Stock
Non-Qualified Stock Option (right to buy-DV002289)	\$ 29.0914					12/01/2007 <u>(3</u>	12/01/2016	Common Stock
Restricted Stock Units (DV005215)	\$ 0					12/01/2007 <u>(2</u>	12/01/2016	Common Stock
Incentive Stock Option (right to buy-DF005353)	\$ 30.1121					02/12/2008 <u>(3</u>	02/12/2017	Common Stock
Non-Qualified Stock Option (right to buy-DF005943)	\$ 30.1121					02/12/2008 <u>(3)</u>	02/12/2017	Common Stock
Restricted Stock Units (DU003837)	\$ 0					02/12/2008 <u>(2</u>	02/12/2017	Common Stock
Non-Qualified Stock Option (right to buy-DV002290)	\$ 30.1121					02/12/2008 <u>(3</u>	02/12/2017	Common Stock
Incentive Stock Option (right to buy-DV002291)	\$ 30.1121					02/12/2008(3)	02/12/2017	Common Stock
	\$0					02/12/2008(2)	02/12/2017	

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Restricted Stock Units (DV005224)							Common Stock
Non-Qualified Stock Option (right to buy-DF006438)	\$ 25.37				01/15/2009(3)	01/15/2018	Common Stock
Restricted Stock Units (DU004317)	\$ 0	01/15/2009	М	4,100 (1)	01/15/2009(2)	01/15/2018	Common Stock

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kroeker Harrald F.K.

2515 MCKINNEY AVENUE SUITE 1200

President-DSD Group

DALLAS, TX 75201

### **Signatures**

Angela B. Miro, Attorney-in-Fact

\*\*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).
- The reporting person was entitled to receive a total of 4,100 shares of common stock of the Issuer pursuant to the vesting provisions in the (1) 2007 Restricted Stock Unit Award Agreement. A total of 1,339 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 2,761 net shares of common stock.
  - The reporting person has received an award of RSUs, which is a right to receive shares of common stock of the Issuer in the future,
- (2) 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 of the date of grant, subject to accelerated vesting provisions.
- (3) The shares of common stock subject to the Option vest ratably in three equal increments commencing on the first anniversary of the grant 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.

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