DEAN FOODS CO Form 4 February 17, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16. Form 4 or Form 5

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

obligations

1. Name and Address of Reporting Person * MUSE JOHN R

2. Issuer Name and Ticker or Trading Symbol

DEAN FOODS CO [DF]

(Middle) (Last) (First)

3. Date of Earliest Transaction

(Month/Day/Year) 02/13/2009

200 CRESCENT COURT, SUITE 1600

(Street)

Filed(Month/Day/Year)

3.

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

below)

X_ Director

Officer (give title

DALLAS, TX 75201

1.Title of

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

2. Transaction Date 2A. Deemed

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

4. Securities

Securities Beneficially Owned Following Reported Transaction(s)

5. Amount of

7. Nature of 6. Ownership Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

10% Owner

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(A) or (Instr. 3 and 4) 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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Ar Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date** Underlying Se Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified StockOption (right to buy)	\$ 20.07	02/13/2009		A		12,429		02/13/2009(1)	02/13/2019	Common Stock
Restricted Stock Units	\$ 0	02/13/2009		A		3,704		02/13/2010(2)	02/13/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MUSE JOHN R 200 CRESCENT COURT, SUITE 1600 X 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).
- (1) The options are fully vested and immediately exercisable upon grant.
- The reporting person has received an award of restricted stock units which is the right to receive shares of common stock of the Issuer in (2) the future, subject to the terms and conditions of the award agreement. The restricted stock units vest annually, on a pro rata basis, over a three year period beginning 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.

Reporting Owners 2