

DEAN FOODS CO
Form 4
July 10, 2007

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
McCRUMMEN RONALD L

(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)
07/07/2007

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 below) ____ Other (specify below)

SVP & Chief Accounting Officer

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)
Common Stock	07/07/2007		M	(A) or (D) 4,200 (1)	\$ 0	14,012.281	D
Common Stock	07/07/2007		M	(A) or (D) 1,971 (1)	\$ 0	15,983.281	D
Common Stock	07/07/2007		M	(A) or (D) 774 (1)	\$ 0	16,757.281	D
Common Stock	07/07/2007		M	(A) or (D) 363 (1)	\$ 0	17,120.281	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)

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 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 Amount Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Units (DF902059)	\$ 0	07/07/2007		M	4,200 (1)	01/07/2006 ⁽²⁾ 01/07/2015	Common Stock
Stock Units (DV005329)	\$ 0	07/07/2007		M	1,971 (1) (3)	01/07/2006 ⁽²⁾ 01/07/2015	Common Stock
Stock Units (TU905692)	\$ 0	07/07/2007		M	774 (1)	01/07/2006 ⁽²⁾ 01/07/2015	Common Stock
Stock Units (DV005351)	\$ 0	07/07/2007		M	363 (1) (3)	01/07/2006 ⁽²⁾ 01/07/2015	Common Stock
Restricted Stock Units (DU003759)	\$ 0					01/13/2007 ⁽²⁾ 01/13/2016	Common Stock
Restricted Stock Units (DV005432)	\$ 0					01/13/2007 ⁽²⁾ 01/13/2016	Common Stock
Restricted Stock Units (DU003846)	\$ 0					02/12/2008 ⁽²⁾ 02/12/2017	Common Stock
Restricted Stock Units (DV005233)	\$ 0					02/12/2008 ⁽²⁾ 02/12/2017	Common Stock
Non-Qualified Stock Option (right to buy - DF003693)	\$ 16.9741 (4)					10/08/2005 ⁽⁵⁾ 10/08/2014	Common Stock
Non-Qualified Stock Option (right to buy -	\$ 16.9741 (4)					10/08/2005 ⁽⁵⁾ 10/08/2014	Common Stock

DV002701)

Non-Qualified

Stock Option \$ 16.9741
(right to buy - (4)
T0003488)

10/08/2005⁽⁵⁾

10/08/2014

Common
Stock

2

Non-Qualified

Stock Option \$ 16.9741
(right to buy - (4)
DV002706)

10/08/2005⁽⁵⁾

10/08/2014

Common
Stock

1

Non-Qualified

Stock Option \$ 18.3014
(right to buy - (4)
DF902537)

01/07/2006⁽⁵⁾

01/07/2015

Common
Stock

1

Non-Qualified

Stock Option \$ 18.3014
(right to buy - (4)
DV002708)

01/07/2006⁽⁵⁾

01/07/2015

Common
Stock

7

Non-Qualified

Stock Option \$ 18.3014
(right to buy - (4)
T0000891)

01/07/2006⁽⁵⁾

01/07/2015

Common
Stock

3

Non-Qualified

Stock Option \$ 18.3014
(right to buy - (4)
DV002709)

01/07/2006⁽⁵⁾

01/07/2015

Common
Stock

1

Non-Qualified

Stock Option \$ 18.3014
(right to buy - (4)
TU000301)

01/07/2006⁽⁵⁾

01/07/2015

Common
Stock

1

Non-Qualified

Stock Option \$ 18.3014
(right to buy - (4)
DV002703)

01/07/2006⁽⁵⁾

01/07/2015

Common
Stock

1

Non-Qualified

Stock Option \$ 25.6821
(right to buy - (4)
DF004939)

01/13/2007⁽⁵⁾

01/13/2016

Common
Stock

1

Non-Qualified

Stock Option \$ 25.6821
(right to buy - (4)
DV002711)

01/13/2007⁽⁵⁾

01/13/2016

Common
Stock

8

Non-Qualified

Stock Option \$ 30.1121
(right to buy - (4)
DF005349)

02/12/2008⁽⁵⁾

02/12/2017

Common
Stock

2

Non-Qualified Stock Option (right to buy - DV002702)	\$ 30.1121 (4)	02/12/2008 ⁽⁵⁾	02/12/2017	Common Stock	9
Incentive Stock Option (right to buy - DF003692)	\$ 16.9741 (4)	10/08/2005 ⁽⁶⁾	10/08/2014	Common Stock	1
Incentive Stock Option (right to buy - DV004866)	\$ 16.9741 (4)	10/08/2005 ⁽⁶⁾	10/08/2014	Common Stock	1
Incentive Stock Option (right to buy - T0003487)	\$ 16.9741 (4)	10/08/2005 ⁽⁶⁾	10/08/2014	Common Stock	1
Incentive Stock Option (right to buy - DV004867)	\$ 16.9741 (4)	10/08/2005 ⁽⁶⁾	10/08/2014	Common Stock	6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCRUMMEN RONALD L 2515 MCKINNEY AVENUE SUITE 1200 DALLAS,, TX 75201			SVP & Chief Accounting Officer	

Signatures

Ronald L.
McCrummen
07/10/2007

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 reporting person is entitled to receive the shares of common stock of the Issuer pursuant to certain accelerated vesting provisions in the 2005 Award of Restricted Stock Units ("RSUs").
- A 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
- (2) 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 date of grant, subject to certain accelerated vesting provisions.
- (3) Due to a special cash dividend of \$15.00, paid by Issuer on April 2, 2007, to shareholders of record on March 27, 2007, the number of shares has been adjusted to maintain the value of the RSU award, post-dividend.

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- (4) Due to a special cash dividend of \$15.00, paid by Issuer on April 2, 2007, to shareholders of record on March 27, 2007, the option exercise price and number of shares has been adjusted to maintain the value of the option award, post-dividend.
- (5) The non-qualified stock options were issued under the Issuer's 1997 Amended and Restated Stock Option and Restricted Stock Plan, and vest annually, on a prorata basis, over a three-year period beginning on the first anniversary of the date of grant.
- (6) The incentive stock options were issued under the Issuer's 1997 Amended and Restated Stock Option and Restricted Stock Plan, and vest annually, on a prorata basis, over a three-year period beginning on the first anniversary of the date of grant.

Remarks:

CONTINUED ON ADDITIONAL FORM 4 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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