DEAN FOODS CO
Form 4
October 02, 2007

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB Number:	3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
NEVARES HECTOR M
(Last) (First) (Middle)
BOLIVIA 33 -- SUITE 303
(Street)
HATO REY, PR 00917
(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
DEAN FOODS CO [DF]

3. Date of Earliest Transaction (Month/Day/Year)
09/28/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/28/2007		A		1,023 (1)	A	$ 0 (1)	292,814 (2)	D	

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

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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 Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Non-Qualified Stock Option (right to buy - SI000781)	$ 11.2299							06/30/1998(3)	06/30/2008	Common Stock	22,50
Non-Qualified Stock Option (right to buy - DV002993)	$ 11.2299							06/30/1998(3)	06/30/2008	Common Stock	10,50
Non-Qualified Stock Option (right to buy - T0000631)	$ 11.2299							06/30/1998(3)	06/30/2008	Common Stock	4,14
Non-Qualified Stock Option (right to buy - DV002992)	$ 11.2299							06/30/1998(3)	06/30/2008	Common Stock	1,94
Non-Qualified Stock Option (right to buy - SI001313)	$ 8.0206							06/30/1999(3)	06/30/2009	Common Stock	22,50
Non-Qualified Stock Option (right to buy - DV002987)	$ 8.0206							06/30/1999(3)	06/30/2009	Common Stock	10,50
Non-Qualified Stock Option (right to buy - T0000635)	$ 8.0206							06/30/1999(3)	06/30/2009	Common Stock	4,14
Non-Qualified Stock Option (right to buy - DV003003)	$ 8.0206							06/30/1999(3)	06/30/2009	Common Stock	1,94
	$ 9.3614							06/30/2000(3)	06/30/2010		22,50

Non-Qualified Stock Option (right to buy - SI001804)				Common Stock	
Non-Qualified Stock Option (right to buy - DV002994)	$ 9.3614	06/30/2000 [(3)](#)	06/30/2010	Common Stock	10,5
Non-Qualified Stock Option (right to buy - T0000640)	$ 9.3614	06/30/2000 [(3)](#)	06/30/2010	Common Stock	4,14
Non-Qualified Stock Option (right to buy - DV002991)	$ 9.3614	06/30/2000 [(3)](#)	06/30/2010	Common Stock	1,94
Non-Qualified Stock Option (right to buy - SF002506)	$ 10.1707	06/29/2001 [(3)](#)	06/29/2011	Common Stock	22,5
Non-Qualified Stock Option (right to buy - DV002995)	$ 10.1707	06/29/2001 [(3)](#)	06/29/2011	Common Stock	10,5
Non-Qualified Stock Option (right to buy - T0000646)	$ 10.1707	06/29/2001 [(3)](#)	06/29/2011	Common Stock	4,14
Non-Qualified Stock Option (right to buy - DV003004)	$ 10.1707	06/29/2001 [(3)](#)	06/29/2011	Common Stock	1,94
Non-Qualified Stock Option (right to buy - DF002171)	$ 14.2351	07/01/2002 [(3)](#)	07/01/2012	Common Stock	22,5
Non-Qualified Stock Option (right to buy - DV002996)	$ 14.2351	07/01/2002 [(3)](#)	07/01/2012	Common Stock	10,5
Non-Qualified Stock Option (right to buy - T0000655)	$ 14.2351	07/01/2002 [(3)](#)	07/01/2012	Common Stock	4,14
	$ 14.2351	07/01/2002 [(3)](#)	07/01/2012		1,94

Non-Qualified Stock Option (right to buy - DV002990)					Common Stock	
Non-Qualified Stock Option (right to buy - DF002881)	$ 18.1003		06/30/2003 (3)	06/30/2013	Common Stock	7,50
Non-Qualified Stock Option (right to buy - DV002997)	$ 18.1003		06/30/2003 (3)	06/30/2013	Common Stock	3,52
Non-Qualified Stock Option (right to buy - T0000785)	$ 18.1003		06/30/2003 (3)	06/30/2013	Common Stock	1,38
Non-Qualified Stock Option (right to buy - DV003000)	$ 18.1003		06/30/2003 (3)	06/30/2013	Common Stock	649

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEVARES HECTOR M BOLIVIA 33 -- SUITE 303 HATO REY, PR 00917	X			

Signatures

Hector M. Nevares	10/02/2007
**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) These are restricted shares issued under the Issuer's 2007 Stock Incentive Plan in payment of fees owed for services as an independent director. All such shares are subject to vesting in three increments, with the first vesting occurring as of the date the shares were issued and then annually thereafter.

(2) Includes 4,438 shares of RSUs which have vested and for which the reporting person has opted to defer receipt until a future date.

(3) 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.

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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