DEAN FOODS CO
Form 4
November 05, 2007

FORM 4

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOOLSBY MICHELLE P

(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)
11/01/2007

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) __X__ Other (specify below)
Exec VP, Chief Admin Officer, / General Counsel and Secretary

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	11/01/2007		M		16,200	A	$ 9.3853	70,424.155 (1)	D	
Common Stock	11/01/2007		S		3,000 (2)	D	$ 27.5	67,424.155 (1)	D	
Common Stock	11/01/2007		S		4,000 (2)	D	$ 27.55	63,424.155 (1)	D	
Common Stock	11/01/2007		S		9,200 (2)	D	$ 27.6	54,224.155 (1)	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 of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (DU003751)	$ 0							01/13/2007[3]	01/13/2016	Common Stock	
Restricted Stock Units (DV005427)	$ 0							01/07/2006[3]	01/07/2015	Common Stock	
Restricted Stock Units (DU003835)	$ 0							02/12/2008[3]	02/12/2017	Common Stock	
Restricted Stock Units (DV005222)	$ 0							02/12/2008[3]	02/12/2017	Common Stock	
Incentive Stock Option (right to buy - DF002193)	$ 14.2466							01/06/2004[4]	01/06/2013	Common Stock	
Incentive Stock Option (right to buy - DV001372)	$ 14.2466							01/06/2004[4]	01/06/2013	Common Stock	
Incentive Stock Option (right to buy - T0001053)	$ 14.2466							01/06/2004[4]	01/06/2013	Common Stock	
Incentive Stock Option (right to buy - DV001371)	$ 14.2466							01/06/2004[4]	01/06/2013	Common Stock	

Incentive Stock Option (right to buy - DF003308)	$ 17.9107		01/13/2005[4]	01/13/2014	Common Stock
Incentive Stock Option (right to buy - DV001376)	$ 17.9107		01/13/2005[4]	01/13/2014	Common Stock
Incentive Stock Option (right to buy - T0001773)	$ 17.9107		01/13/2005[4]	01/13/2014	Common Stock
Incentive Stock Option (right to buy - DV001369)	$ 17.9107		01/13/2005[4]	01/13/2014	Common Stock
Incentive Stock Option (right to buy - DF902436)	$ 18.3014		01/07/2006[4]	01/07/2015	Common Stock
Incentive Stock Option (right to buy - DV001378)	$ 18.3014		01/07/2006[4]	01/07/2015	Common Stock
Incentive Stock Option (right to buy - T0001371)	$ 18.3014		01/07/2006[4]	01/07/2015	Common Stock
Incentive Stock Option (right to buy - DV001370)	$ 18.3014		01/07/2006[4]	01/07/2015	Common Stock
Incentive Stock Option (right to buy - DF004890)	$ 25.6821		01/13/2007[4]	01/13/2016	Common Stock
Incentive Stock Option (right to buy - DV001364)	$ 25.6821		01/13/2007[4]	01/13/2016	Common Stock
Incentive Stock Option (right to buy DF005341)	$ 30.1121		02/12/2008[4]	02/12/2017	Common Stock
	$ 30.1121		02/12/2008[4]	02/12/2017	

Incentive Stock Option (right to buy DF005341)								Common Stock
Non-Qualified Stock Option (right to buy - DV001358)	$ 9.3853	11/01/2007		M	16,200	07/31/1999(4)	07/31/2008	Common Stock
Non-Qualified Stock Option (right to buy - DV001359)	$ 9.3853					07/31/1999(4)	07/31/2008	Common Stock
Non-Qualified Stock Option (right to buy - SF002265)	$ 8.2601					01/22/2002(4)	01/22/2011	Common Stock
Non-Qualified Stock Option (right to buy - DV005126)	$ 8.2601					01/22/2002(4)	01/22/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOOLSBY MICHELLE P 2515 MCKINNEY AVENUE, SUITE 1200 DALLAS, TX 75201			Exec VP, Chief Admin Officer,	General Counsel and Secretary

Signatures

Michelle P. Goolsby	11/05/2007
**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) Includes 10,525 shares common stock of Issuer, for which the reporting person has opted to defer receipt until a future date, under the Issuer's Executive Deferred Compensation Plan.

(2) Sales are pursuant to a 10b5-1 Sales Plan dated October 8, 2007, between reporting person and Bear Stearns & Co. Inc., acting as agent, to permit the orderly disposition of a portion of the reporting person's holdings of the Issuer's common stock, par value $0.01 per share of Issuer.

(3) 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 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.

(4) The shares of common stock subject to the Option vest ratably in three equal increments commencing on the first anniversary of the grant date.

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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