

DEAN FOODS CO

Form 4

November 13, 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

OMB
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(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)
11/09/2007

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 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	11/09/2007		M	7,921 (A) or (D)	\$ 9.3853	62,145.155 (1)	D
Common Stock	11/09/2007		S	3,000 (2)	\$ 27.25	59,145.155 (1)	D
Common Stock	11/09/2007		S	4,921 (2)	\$ 27.5	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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information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

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 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	Amount or Number of
Restricted Stock Units (DU003751)	\$ 0					01/13/2007 ⁽³⁾	01/13/2016	Common Stock	1
Restricted Stock Units (DV005427)	\$ 0					01/07/2006 ⁽³⁾	01/07/2015	Common Stock	6
Restricted Stock Units (DU003835)	\$ 0					02/12/2008 ⁽³⁾	02/12/2017	Common Stock	1
Restricted Stock Units (DV005222)	\$ 0					02/12/2008 ⁽³⁾	02/12/2017	Common Stock	8
Incentive Stock Option (right to buy - DF002193)	\$ 14.2466					01/06/2004 ⁽⁴⁾	01/06/2013	Common Stock	4
Incentive Stock Option (right to buy - DV001372)	\$ 14.2466					01/06/2004 ⁽⁴⁾	01/06/2013	Common Stock	1
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	\$ 17.9107					01/13/2005 ⁽⁴⁾	01/13/2014	Common	1

Stock Option (right to buy - DF003308)					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	5	
Incentive Stock Option (right to buy - DV001378)	\$ 18.3014	01/07/2006 ⁽⁴⁾	01/07/2015	Common Stock	2	
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	2	
Incentive Stock Option (right to buy - DV001364)	\$ 25.6821	01/13/2007 ⁽⁴⁾	01/13/2016	Common Stock	1	
Incentive Stock Option (right to buy DF005341)	\$ 30.1121	02/12/2008 ⁽⁴⁾	02/12/2017	Common Stock	2	
Incentive Stock Option	\$ 30.1121	02/12/2008 ⁽⁴⁾	02/12/2017	Common Stock	1	

(right to buy
DF005341)

Non-Qualified
Stock Option
(right to buy -
DV001358)

\$ 9.3853

11/09/2007

M

1,921

07/31/1999⁽⁴⁾ 07/31/2008

Common
Stock

Non-Qualified
Stock Option
(right to buy -
DV001359)

\$ 9.3853

11/09/2007

M

6,000

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

11/13/2007

__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.

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- (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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