

DEAN FOODS CO
Form 4
November 20, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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

(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)
11/19/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
SVP & Chief Accounting Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/19/2007		S	2,700	D \$ 24.58	14,420.281	D
Common Stock	11/19/2007		S	2,300	D \$ 24.57	12,120.281	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)

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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 (DU003759)	\$ 0					01/13/2007 ⁽¹⁾ 01/13/2016	Common Stock 5,600
Restricted Stock Units (DV005432)	\$ 0					01/13/2007 ⁽¹⁾ 01/13/2016	Common Stock 2,620
Restricted Stock Units (DU003846)	\$ 0					02/12/2008 ⁽¹⁾ 02/12/2017	Common Stock 7,000
Restricted Stock Units (DV005233)	\$ 0					02/12/2008 ⁽¹⁾ 02/12/2017	Common Stock 3,280
Non-Qualified Stock Option (right to buy - DF003693)	\$ 16.9741					10/08/2005 ⁽²⁾ 10/08/2014	Common Stock 14,800
Non-Qualified Stock Option (right to buy - DV002701)	\$ 16.9741					10/08/2005 ⁽²⁾ 10/08/2014	Common Stock 6,970
Non-Qualified Stock Option (right to buy - T0003488)	\$ 16.9741					10/08/2005 ⁽²⁾ 10/08/2014	Common Stock 2,730
Non-Qualified Stock Option (right to buy - DV002706)	\$ 16.9741					10/08/2005 ⁽²⁾ 10/08/2014	Common Stock 1,280
Non-Qualified Stock Option (right to buy -	\$ 18.3014					01/07/2006 ⁽²⁾ 01/07/2015	Common Stock 16,800

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Non-Qualified Stock Option (right to buy - DV002708)	\$ 18.3014	01/07/2006 ⁽²⁾	01/07/2015	Common Stock	7,91	
Non-Qualified Stock Option (right to buy - T0000891)	\$ 18.3014	01/07/2006 ⁽²⁾	01/07/2015	Common Stock	3,10	
Non-Qualified Stock Option (right to buy - DV002709)	\$ 18.3014	01/07/2006 ⁽²⁾	01/07/2015	Common Stock	1,45	
Non-Qualified Stock Option (right to buy - TU000301)	\$ 18.3014	01/07/2006 ⁽²⁾	01/07/2015	Common Stock	380	
Non-Qualified Stock Option (right to buy - DV002703)	\$ 18.3014	01/07/2006 ⁽²⁾	01/07/2015	Common Stock	181	
Non-Qualified Stock Option (right to buy - DF004939)	\$ 25.6821	01/13/2007 ⁽²⁾	01/13/2016	Common Stock	17,0	
Non-Qualified Stock Option (right to buy - DV002711)	\$ 25.6821	01/13/2007 ⁽²⁾	01/13/2016	Common Stock	8,01	
Non-Qualified Stock Option (right to buy - DF005349)	\$ 30.1121	02/12/2008 ⁽²⁾	02/12/2017	Common Stock	20,7	
Non-Qualified Stock Option (right to buy - DV002702)	\$ 30.1121	02/12/2008 ⁽²⁾	02/12/2017	Common Stock	9,73	
Incentive Stock Option (right to buy - DF003692)	\$ 16.9741	10/08/2005 ⁽³⁾	10/08/2014	Common Stock	10,1	
Incentive Stock Option (right to buy - DV004866)	\$ 16.9741	10/08/2005 ⁽³⁾	10/08/2014	Common Stock	1,58	

Incentive Stock Option (right to buy - T0003487)	\$ 16.9741	10/08/2005 ⁽³⁾	10/08/2014	Common Stock	1,87
Incentive Stock Option (right to buy - DV004867)	\$ 16.9741	10/08/2005 ⁽³⁾	10/08/2014	Common Stock	629
Incentive Stock Option (right to buy - DF902536)	\$ 18.3014	01/07/2006 ⁽³⁾	01/07/2015	Common Stock	3,13
Incentive Stock Option (right to buy - DV002707)	\$ 18.3014	01/07/2006 ⁽³⁾	01/07/2015	Common Stock	1,47
Incentive Stock Option (right to buy - T0001757)	\$ 18.3014	01/07/2006 ⁽³⁾	01/07/2015	Common Stock	192
Incentive Stock Option (right to buy - DV002705)	\$ 18.3014	01/07/2006 ⁽³⁾	01/07/2015	Common Stock	90
Incentive Stock Option (right to buy - DF004938)	\$ 25.6821	01/13/2007 ⁽³⁾	01/13/2016	Common Stock	2,92
Incentive Stock Option (right to buy - DV002710)	\$ 25.6821	01/13/2007 ⁽³⁾	01/13/2016	Common Stock	1,37
Incentive Stock Option (right to buy - DF005344)	\$ 30.1121	02/12/2008 ⁽³⁾	02/12/2017	Common Stock	2,25
Incentive Stock Option (right to buy - DV002704)	\$ 30.1121	02/12/2008 ⁽³⁾	02/12/2017	Common Stock	1,06

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 11/20/2007

__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).

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

- (1) 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.
- (2) 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.
- (3) 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.

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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