

McCRUMMEN RONALD L

Form 4

February 14, 2008

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

(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)
02/12/2008

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)
			Code	V	Amount	(D)	Price

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
---------------------------------------	------------------------------	---	---	------------------------	-----------------	--	---

Edgar Filing: McCRUMMEN RONALD L - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)								
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy - DF902536)	\$ 18.3014								01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	3,139
Incentive Stock Option (right to buy - DV002707)	\$ 18.3014								01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	1,474
Incentive Stock Option (right to buy - T0001757)	\$ 18.3014								01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	192
Incentive Stock Option (right to buy - DV002705)	\$ 18.3014								01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	90
Incentive Stock Option (right to buy - DF004938)	\$ 25.6821								01/13/2007 ⁽¹⁾	01/13/2016	Common Stock	2,924
Incentive Stock Option (right to buy - DV002710)	\$ 25.6821								01/13/2007 ⁽¹⁾	01/13/2016	Common Stock	1,373
	\$ 30.1121								02/12/2008 ⁽¹⁾	02/12/2017		2,259

Incentive
Stock
Option
(right to buy
-
DF005344)

Common
Stock

Incentive
Stock
Option \$ 30.1121
(right to buy
-
DV002704)

02/12/2008⁽¹⁾ 02/12/2017 Common Stock 1,061

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 02/14/2008

**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 incentive stock options vest annually, on a prorata basis, over a three-year period beginning on the first anniversary of the date of grant.

Remarks:

CONTINUATION OF FORM 4 PREVIOUSLY FILED ON THIS DATE, NO TRANSACTIONS REPORTED ON THIS FO

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.