DEAN FOODS CO Form 4 June 06, 2008

FORM 4

OMB APPROVAL

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

OMB 3235-0287

Check this box if no longer subject to Section 16.

Number: January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GREEN STEPHEN L		2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
		DEAN FOODS CO [DF]			
(Last) (Fi	rst) (Middle)	3. Date of Earliest Transaction			
		(Month/Day/Year)	X Director 10% Owner		
105 ROWAYTON AVENUE		06/04/2008	Officer (give title Other (specify below)		
(Str	reet)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
ROWAYTON, CT 06853			Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative Securities Acqui	red, Disposed of,	or Beneficiall	y 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) oner Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership
			Code V	(A) or Amount (D) Price	Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock	06/04/2008		M	19,448 A \$ 11.2299	119,903 (1)	D	

11.2299 Common 109,474 (1) 06/04/2008 S 10,429 D \$ 21 D Stock

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)

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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. Transactic Code (Instr. 8)	Secur Secur Acqu or Di (D)	rities nired (A) sposed of r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy SI000774)	\$ 11.2299	06/04/2008		M		19,448	06/30/1998(2)	06/30/2008	Common Stock
Non-Qualified Stock Option (right to buy DV001435)	\$ 11.2299						06/30/1998(2)	06/30/2008	Common Stock
Non-Qualified Stock Option (right to buy T0000723)	\$ 11.2299						06/30/1998(2)	06/30/2008	Common Stock
Non-Qualified Stock Option (right to buy DV001432)	\$ 11.2299						06/30/1998(2)	06/30/2008	Common Stock
Non-Qualified Stock Option (right to buy SI001316)	\$ 8.0206						06/30/1999(2)	06/30/2009	Common Stock
Non-Qualified Stock Option (right to buy DV001426)	\$ 8.0206						06/30/1999(2)	06/30/2009	Common Stock
Non-Qualified Stock Option (right to buy T0000632)	\$ 8.0206						06/30/1999(2)	06/30/2009	Common Stock
Non-Qualified Stock Option (right to buy DV001443)	\$ 8.0206						06/30/1999(2)	06/30/2009	Common Stock
Non-Qualified Stock Option (right to buy SI001801)	\$ 9.3614						06/30/2000(2)	06/30/2010	Common Stock

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Non-Qualified Stock Option (right to buy DV001436)	\$ 9.3614	06/30/2000(2)	06/30/2010	Common Stock
Non-Qualified Stock Option (right to buy T0000636)	\$ 9.3614	06/30/2000(2)	06/30/2010	Common Stock
Non-Qualified Stock Option (right to buy DV001431)	\$ 9.3614	06/30/2000(2)	06/30/2010	Common Stock
Non-Qualified Stock Option (right to buy SF002503)	\$ 10.1707	06/29/2001(2)	06/29/2011	Common Stock
Non-Qualified Stock Option (right to buy DV001433)	\$ 10.1707	06/29/2001(2)	06/29/2011	Common Stock
Non-Qualified Stock Option (right to buy T0000641)	\$ 10.1707	06/29/2001(2)	06/29/2011	Common Stock
Non-Qualified Stock Option (right to buy DV001428)	\$ 10.1707	06/29/2001(2)	06/29/2011	Common Stock
Non-Qualified Stock Option (right to buy DF002166)	\$ 14.2351	07/01/2002(2)	07/01/2012	Common Stock
Non-Qualified Stock Option (right to buy DV001437)	\$ 14.2351	07/01/2002(2)	07/01/2012	Common Stock
Non-Qualified Stock Option (right to buy T0000647)	\$ 14.2351	07/01/2002(2)	07/01/2012	Common Stock
Non-Qualified Stock Option (right to buy DV001427)	\$ 14.2351	07/01/2002(2)	07/01/2012	Common Stock
	\$ 18.1003	06/30/2003(2)	06/30/2013	

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Non-Qualified Stock Option (right to buy DF002876)				Common Stock
Non-Qualified Stock Option (right to buy DV001438)	\$ 18.1003	06/30/2003(2)	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy T0000813)	\$ 18.1003	06/30/2003(2)	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy DV001439)	\$ 18.1003	06/30/2003(2)	06/30/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships				
reporting owner rune, runess	Director	10% Owner	Officer	Other	
GREEN STEPHEN L 105 ROWAYTON AVENUE ROWAYTON, CT 06853	X				

Signatures

Katherine K. Connell, Attorney-In-Fact 06/06/2008

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

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