

Kemps Steven J  
 Form 3  
 August 01, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * Kemps Steven J (Last) (First) (Middle)  2515 MCKINNEY AVENUE, SUITE 1200  (Street)  DALLAS, TX 75201 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/01/2008	3. Issuer Name and Ticker or Trading Symbol DEAN FOODS CO [DF]	4. Relationship of Reporting Person(s) to Issuer  (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP- General Counsel and	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,205	D	^

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)  Date Exercisable	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)  Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option (right to buy-DF005283)	03/07/2007 <sup>(1)</sup>	03/07/2016	Common Stock 20,000	\$ 25.3895	D	Â
Non-Qualified Stock Option (right to buy-DV002130)	03/07/2007 <sup>(1)</sup>	03/07/2016	Common Stock 9,390	\$ 25.3895	D	Â
Non-Qualified Stock Option (right to buy-DF005949)	02/12/2008 <sup>(1)</sup>	02/12/2017	Common Stock 16,723	\$ 30.1121	D	Â
Non-Qualified Stock Option (right to buy-DV002131)	02/12/2008 <sup>(1)</sup>	02/12/2017	Common Stock 7,851	\$ 30.1121	D	Â
Non-Qualified Stock Option (right to buy-DF006434)	01/15/2009 <sup>(1)</sup>	01/15/2018	Common Stock 28,000	\$ 25.37	D	Â
Incentive Stock Option (right to buy-DF005359)	02/12/2008 <sup>(1)</sup>	02/12/2017	Common Stock 6,777	\$ 30.1121	D	Â
Incentive Stock Option (right to buy-DV002132)	02/12/2008 <sup>(1)</sup>	02/12/2017	Common Stock 3,182	\$ 30.1121	D	Â
Restricted Stock Units (DU003809)	03/07/2007 <sup>(2)</sup>	03/07/2016	Common Stock 4,500	\$ 0	D	Â
Restricted Stock Units (DV005421)	03/07/2007 <sup>(2)</sup>	03/07/2016	Common Stock 2,112	\$ 0	D	Â
Restricted Stock Units (DU003844)	02/12/2008 <sup>(2)</sup>	02/12/2017	Common Stock 5,600	\$ 0	D	Â
Restricted Stock Units (DV005231)	02/12/2008 <sup>(2)</sup>	02/12/2017	Common Stock 2,629	\$ 0	D	Â
Restricted Stock Units (DU004313)	01/15/2009 <sup>(2)</sup>	01/15/2018	Common Stock 8,500	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kemps Steven J 2515 MCKINNEY AVENUE, SUITE 1200 DALLAS, TX 75201	Â	Â	Â EVP- General Counsel and	Â

## Signatures

Katherine K. Connell,  
Attorney-In-Fact

08/01/2008

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 shares of common stock subject to the Option vest ratably in three equal increments commencing on the first anniversary of the grant date.

- The reporting person has received an award of Restricted Stock Units ("RSUs"), which is a right to receive shares of common stock of the
- (2) Issuer in the future, subject to the terms and conditions of the RSU Award Agreement. The RSUs vest annually, on a prorata basis, over a five-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. 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.