

DEAN FOODS CO  
Form 4  
October 02, 2008

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NEVARES HECTOR M

(Last) (First) (Middle)  
BOLIVIA 33 -- SUITE 303  
(Street)

HATO REY, PR 00917

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
DEAN FOODS CO [DF]

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/29/2008

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)

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. Code	4. Securities		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)
				Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Price			
Common Stock	06/29/2008		M	V	850	A \$ 0 335,545	D	
Common Stock	06/30/2008		A		1,236	A \$ 0 336,781	D	
Common Stock	06/30/2008		M		850	A \$ 0 337,631	D	
Common Stock	06/30/2008		M		399	A \$ 0 338,030	D	
Common Stock	06/30/2008		M		850	A \$ 0 338,880	D	
	06/30/2008		M		399	A \$ 0 339,279	D	

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Common  
Stock

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

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(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 (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
Non-Qualified Stock Option (right to buy-SI001313)	\$ 8.0206					06/30/1999 06/30/2009		Common Stock	22,500
Non-Qualified Stock Option (right to buy-DV002987)	\$ 8.0206					06/30/1999 06/30/2009		Common Stock	10,560
Non-Qualified Stock Option (right to buy-T0000635)	\$ 8.0206					06/30/1999 06/30/2009		Common Stock	4,140
Non-Qualified Stock Option (right to buy-DV003003)	\$ 8.0206					06/30/1999 06/30/2009		Common Stock	1,940
Non-Qualified Stock Option (right to buy-SI001804)	\$ 9.3614					06/30/2000 06/30/2010		Common Stock	22,500
Non-Qualified Stock Option	\$ 9.3614					06/30/2000 06/30/2010		Common Stock	10,560

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(right to buy-DV002994)						
Non-Qualified Stock Option (right to buy-T0000640)	\$ 9.3614	06/30/2000	06/30/2010	Common Stock	4,14	
Non-Qualified Stock Option (right to buy-DV002991)	\$ 9.3614	06/30/2000	06/30/2010	Common Stock	1,94	
Non-Qualified Stock Option (right to buy-SF002506)	\$ 10.1707	06/29/2001	06/29/2011	Common Stock	22,50	
Non-Qualified Stock Option (right to buy-DV002995)	\$ 10.1707	06/29/2001	06/29/2011	Common Stock	10,56	
Non-Qualified Stock Option (right to buy-T0000646)	\$ 10.1707	06/29/2001	06/29/2011	Common Stock	4,14	
Non-Qualified Stock Option (right to buy-DV003004)	\$ 10.1707	06/29/2001	06/29/2011	Common Stock	1,94	
Non-Qualified Stock Option (right to buy-DF002171)	\$ 14.2351	07/01/2002	07/01/2012	Common Stock	22,50	
Non-Qualified Stock Option (right to buy-DV002996)	\$ 14.2351	07/01/2002	07/01/2012	Common Stock	10,56	
Non-Qualified Stock Option (right to buy-T0000655)	\$ 14.2351	07/01/2002	07/01/2012	Common Stock	4,14	
Non-Qualified Stock Option (right to buy-DV002990)	\$ 14.2351	07/01/2002	07/01/2012	Common Stock	1,94	
Non-Qualified Stock Option (right to	\$ 18.1003	06/30/2003	06/30/2013	Common Stock	7,50	

buy-DF002881)

Non-Qualified  
Stock Option  
(right to

\$ 18.1003

06/30/2003 06/30/2013

Common  
Stock

3,52

buy-DV002997)

Non-Qualified  
Stock Option  
(right to

\$ 18.1003

06/30/2003 06/30/2013

Common  
Stock

1,38

buy-T0000785)

Non-Qualified  
Stock Option  
(right to

\$ 18.1003

06/30/2003 06/30/2013

Common  
Stock

649

buy-DV003000)

Non-Qualified  
Stock Option  
(right to

\$ 21.4389

06/30/2004 06/30/2014

Common  
Stock

7,50

buy-DF003670)

Non-Qualified  
Stock Option  
(right to

\$ 21.4389

06/30/2004 06/30/2014

Common  
Stock

3,52

buy-DV002988)

Non-Qualified  
Stock Option  
(right to

\$ 21.4389

06/30/2004 06/30/2014

Common  
Stock

1,38

buy-T0000796)

Non-Qualified  
Stock Option  
(right to

\$ 21.4389

06/30/2004 06/30/2014

Common  
Stock

649

buy-DV003001)

Non-Qualified  
Stock Option  
(right to

\$ 23.9808

06/30/2005 06/30/2015

Common  
Stock

7,50

buy-DF905924)

Non-Qualified  
Stock Option  
(right to

\$ 23.9808

06/30/2005 06/30/2015

Common  
Stock

3,52

buy-DV002989)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEVARES HECTOR M BOLIVIA 33 -- SUITE 303	X			

HATO REY, PR 00917

## Signatures

Katherine K. Connell,  
Attorney-In-Fact

10/02/2008

\_\_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).

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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