

DEAN FOODS CO
Form 4
January 05, 2009

FORM 4

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

OMB APPROVAL

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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 *
DAVIS TOM C

(Last) (First) (Middle)

500 CRESCENT COURT, SUITE 270

(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)
12/31/2008

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. 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	12/31/2008		A	2,075 (1)	\$ 0	34,156	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)

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. 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 SF002502)	\$ 10.1707					06/29/2001 ⁽²⁾	06/29/2011	Common Stock	22,500
Non-Qualified Stock Option (right to buy DV000783)	\$ 10.1707					06/29/2001 ⁽²⁾	06/29/2011	Common Stock	10,500
Non-Qualified Stock Option (right to buy T0000644)	\$ 10.1707					06/29/2001 ⁽²⁾	06/29/2011	Common Stock	4,140
Non-Qualified Stock Option (right to buy DV000785)	\$ 10.1707					06/29/2001 ⁽²⁾	06/29/2011	Common Stock	1,940
Non-Qualified Stock Option (right to buy DF002165)	\$ 14.2351					07/01/2002 ⁽²⁾	07/01/2012	Common Stock	22,500
Non-Qualified Stock Option (right to buy DV000790)	\$ 14.2351					07/01/2002 ⁽²⁾	07/01/2012	Common Stock	10,500
Non-Qualified Stock Option (right to buy T0000653)	\$ 14.2351					07/01/2002 ⁽²⁾	07/01/2012	Common Stock	4,140
Non-Qualified Stock Option (right to buy DV000791)	\$ 14.2351					07/01/2002 ⁽²⁾	07/01/2012	Common Stock	1,940
	\$ 18.1003					06/30/2003 ⁽²⁾	06/30/2013		7,500

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Non-Qualified Stock Option (right to buy DF002875)				Common Stock	
Non-Qualified Stock Option (right to buy DV000789)	\$ 18.1003		06/30/2003 ⁽²⁾	06/30/2013	Common Stock 3,52
Non-Qualified Stock Option (right to buy T0000782)	\$ 18.1003		06/30/2003 ⁽²⁾	06/30/2013	Common Stock 1,38
Non-Qualified Stock Option (right to buy DV000784)	\$ 18.1003		06/30/2003 ⁽²⁾	06/30/2013	Common Stock 649
Non-Qualified Stock Option (right to buy DF003663)	\$ 21.4389		06/30/2004 ⁽²⁾	06/30/2014	Common Stock 7,50
Non-Qualified Stock Option (right to buy DV000788)	\$ 21.4389		06/30/2004 ⁽²⁾	06/30/2014	Common Stock 3,52
Non-Qualified Stock Option (right to buy T0000792)	\$ 21.4389		06/30/2004 ⁽²⁾	06/30/2014	Common Stock 1,38
Non-Qualified Stock Option (right to buy DV000787)	\$ 21.4389		06/30/2004 ⁽²⁾	06/30/2014	Common Stock 649
Non-Qualified Stock Option (right to buy DF905917)	\$ 23.9808		06/30/2005 ⁽²⁾	06/30/2015	Common Stock 7,50
Non-Qualified Stock Option (right to buy DV000786)	\$ 23.9808		06/30/2005 ⁽²⁾	06/30/2015	Common Stock 3,52
Non-Qualified Stock Option (right to buy DF005290)	\$ 25.3078		06/30/2006 ⁽²⁾	06/30/2016	Common Stock 7,50
	\$ 25.3078		06/30/2006 ⁽²⁾	06/30/2016	3,52

Non-Qualified Stock Option (right to buy DV000792)				Common Stock	
Non-Qualified Stock Option (right to buy DF005995)	\$ 31.87	06/29/2007 ⁽²⁾	06/29/2017	Common Stock	7,50
Non-Qualified Stock Option (right to buy)	\$ 19.62	06/30/2008 ⁽³⁾	06/30/2018	Common Stock	7,50
Restricted Stock Units (DU003816)	\$ 0	06/30/2007 ⁽⁴⁾	06/30/2016	Common Stock	850
Restricted Stock Units (DV005202)	\$ 0	06/30/2007 ⁽⁴⁾	06/30/2016	Common Stock	399
Restricted Stock Units (DU003927)	\$ 0	06/29/2008 ⁽⁴⁾	06/29/2017	Common Stock	1,70
Restricted Stock Units	\$ 0	06/30/2009 ⁽⁴⁾	06/30/2018	Common Stock	2,55

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIS TOM C 500 CRESCENT COURT SUITE 270 DALLAS, TX 75201	X			

Signatures

Katherine K. Connell,
Attorney-In-Fact

01/05/2009

__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).

- These are restricted shares issued under the Issuer's 2007 Stock Incentive Plan in payment of fees owed for services as an independent
- (1) director. All such shares are subject to vesting in three equal increments, with the first vesting occurring as of the date the shares were issued and then annually thereafter.
 - (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.

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- (3) The options were granted automatically under the Issuer's 2007 Stock Incentive Plan, and are fully vested and immediately exercisable upon grant.

The reporting person has received an award of Restricted Stock Units ("RSUs"), which is a right to receive shares of common stock of the

- (4) 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 three year period beginning on the first anniversary date of the 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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