**DEAN FOODS CO** Form 4 January 05, 2009

#### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction 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(b).

(Last)

1.Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person \*

**NEVARES HECTOR M** 

(First) (Middle)

**BOLIVIA 33 -- SUITE 303** 

HATO REY, PR 00917

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

OMB

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

X\_ Director 10% Owner Other (specify Officer (give title

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Ownership

Form: Direct

(Instr. 4)

(D) or Indirect Beneficial

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(City) (State) (Zip)

(Street)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

Securities Beneficially Owned Following Reported

5. Amount of

Transaction(s) (Instr. 3 and 4)

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)

7. Nature of

Ownership

(Instr. 4)

Indirect

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion (Month/Day/Year) Security or Exercise

3. Transaction Date 3A. Deemed Execution Date, if

5. 4 TransactionNumber Code of

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative

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	Derivative Security			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
Restricted Stock Units (DU003823)	\$ 0					06/30/2007(1)	06/30/2016	Common Stock	850
Restricted Stock Units (DV005209)	\$ 0					06/30/2007(1)	06/30/2016	Common Stock	399
Restricted Stock Units (DU003933)	\$ 0					06/29/2008(1)	06/29/2017	Common Stock	1,700
Restricted Stock Units	\$ 0					06/30/2009(1)	06/30/2018	Common Stock	2,550

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
r g	Director	10% Owner	Officer	Other			
NEVARES HECTOR M BOLIVIA 33 SUITE 303 HATO REY, PR 00917	X						

# **Signatures**

Katherine K. Connell, as 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).
- The reporting person has received an award of RSUs, which is a right to receive shares of common stock of the Issuer in the future,
- (1) 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 of the date of grant.

#### **Remarks:**

CONTINUED FROM PREVIOUS FORM 4 FILED ON THIS SAME DATE, NO TRANSACTIONS REPORTED ON THIS

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

Reporting Owners 2

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