

McKelvey Gregory A
Form 4
January 20, 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 *
McKelvey Gregory A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2515 MCKINNEY AVENUE,
SUITE 1200

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/15/2009

____ Director
 Officer (give title below) _____ Other (specify below)
SVP-Strategy & Marketing Svcs

DALLAS, TX 75201

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	01/15/2009		M		1,400 (1)	A	\$ 0 (1)
					1,400	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 Underlying Security (Instr. 3 and 4)
Incentive Stock Option (right to buy-DF902761)	\$ 19.7438					05/02/2006 ⁽³⁾ 05/02/2015	Common Stock
Non-Qualified Stock Option (right to buy-DF902762)	\$ 19.7438					05/02/2006 ⁽³⁾ 05/02/2015	Common Stock
Incentive Stock Option (right to buy-DV002734)	\$ 19.7438					05/02/2006 ⁽³⁾ 05/02/2015	Common Stock
Non-Qualified Stock Option (right to buy-DV002737)	\$ 19.7438					05/02/2006 ⁽³⁾ 05/02/2015	Common Stock
Incentive Stock Option (right to buy-DV002738)	\$ 19.7438					05/02/2006 ⁽³⁾ 05/02/2015	Common Stock
Non-Qualified Stock Option (right to buy-DV002739)	\$ 19.7438					05/02/2006 ⁽³⁾ 05/02/2015	Common Stock
Non-Qualified Stock Option (right to buy-NV002738)	\$ 19.7438					05/02/2006 ⁽³⁾ 05/02/2015	Common Stock
Non-Qualified Stock Option (right to buy-T0000885)	\$ 19.7438					05/02/2006 ⁽³⁾ 05/02/2015	Common Stock
Incentive Stock Option (right to buy-T0001180)	\$ 19.7438					05/02/2006 ⁽³⁾ 05/02/2015	Common Stock
Non-Qualified Stock Option	\$ 19.7438					05/02/2006 ⁽³⁾ 05/02/2015	Common Stock

(right to buy-TU000302)									
Non-Qualified Stock Option (right to buy-DF005371)	\$ 30.1121					02/12/2008 ⁽³⁾	02/12/2017		Common Stock
Restricted Stock Units (DU003855)	\$ 0					02/12/2008 ⁽²⁾	02/12/2017		Common Stock
Non-Qualified Stock Option (right to buy-DV002735)	\$ 30.1121					02/12/2008 ⁽³⁾	02/12/2017		Common Stock
Restricted Stock Units (DV005242)	\$ 0					02/12/2008 ⁽²⁾	02/12/2017		Common Stock
Non-Qualified Stock Option (right to buy-DF006436)	\$ 25.37					01/15/2009 ⁽³⁾	01/15/2018		Common Stock
Restricted Stock Units (DU004315)	\$ 0	01/15/2009		M	1,400 <u>(1)</u>	01/15/2009 ⁽²⁾	01/15/2018		Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McKelvey Gregory A 2515 MCKINNEY AVENUE, SUITE 1200 DALLAS, TX 75201			SVP-Strategy & Marketing Svcs	

Signatures

Marilyn M. Miville, 01/20/2009
Attorney-In-Fact

__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) The reporting person was entitled to receive a total of 1,400 shares of common stock of the Issuer pursuant to the vesting provisions in the 2008 award of restricted stock units ("RSUs").

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,
(2) 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.

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- (3) The shares of common stock subject to the Option vest ratably in three equal increments commencing on the first anniversary of the grant 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.