Fehr Richard Form 4 January 20, 2009

FORM 4

OMB APPROVAL

Check this box if no longer Section 16.

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

OMB 3235-0287 Number:

Expires:

subject to Form 4 or STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per

Form 5 obligations may continue.

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

response... 0.5

January 31,

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Fehr Richard

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

DEAN FOODS CO [DF]

(Check all applicable)

(First)

(Street)

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

01/15/2009

Director 10% Owner _X__ Officer (give title __X__ Other (specify

2515 MCKINNEY AVENUE, **SUITE 1200**

below) below) Senior Vice President / Business Optimization, DSD Grp

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

DALLAS, TX 75201

(City) (State) (Zip)

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

1.Title of Security (Instr. 3)

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

(Month/Day/Year)

(Middle)

4. Securities TransactionAcquired (A) or Disposed of (D) Code (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

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

4.

1. Title of Derivative 2.

3. Transaction Date 3A. Deemed

5. Number

6. Date Exercisable and

7. Title and A Underlying S

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| (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | | (Instr. 3 and 4 |
|---|--|-------------------------|--------------------|---|-----------------------|--------------------|-----------------|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title |
| Non-Qualified Stock Option (right to buy-DF004923) | \$ 25.6821 | | | | 01/13/2007 <u>(1)</u> | 01/13/2016 | Common Stock |
| Incentive Stock Option (right to buy-DF004922) | \$ 25.6821 | | | | 01/13/2007(1) | 01/13/2016 | Common Stock |
| Non-Qualified Stock Option (right to buy-DV001061) | \$ 25.6821 | | | | 01/13/2007(1) | 01/13/2016 | Common Stock |
| Incentive Stock Option (right to buy-DV001060) | \$ 25.6821 | | | | 01/13/2007(1) | 01/13/2016 | Common Stock |
| Restricted Stock Units (DU003752) | \$ 0 | | | | 01/13/2007(2) | 01/13/2016 | Common Stock |
| Restricted Stock Units (DV005428) | \$ 0 | | | | 01/13/2009(2) | 01/13/2016 | Common Stock |
| Non-Qualified Stock Option (right to buy-DF005942) | \$ 30.1121 | | | | 02/12/2008(1) | 02/12/2017 | Common Stock |
| Incentive Stock Option (right to buy-DF005352) | \$ 30.1121 | | | | 02/12/2010(1) | 02/10/2017 | Common Stock |
| Non-Qualified Stock Option (right to buy-DV001077) | \$ 30.1121 | | | | 02/12/2008(1) | 02/12/2017 | Common Stock |
| Incentive Stock Option (right to buy-DV001076) | \$ 30.1121 | | | | 02/12/2008(1) | 02/12/2017 | Common Stock |
| Restricted Stock Units | \$ 0 | | | | 02/12/2008(2) | 02/12/2017 | Common Stock |

(DU003836)

| Restricted Stock Units (DV005223) | \$ 0 | | | | 02/12/2008(2) | 02/12/2017 | Common Stock |
|---|----------|------------|---|--------------|---------------|------------|-----------------|
| Non-Qualified Stock Option (right to buy-DF006437) | \$ 25.37 | | | | 01/15/2009(1) | 01/15/2018 | Common Stock |
| Restricted Stock Units (DU004316) | \$ 0 | 01/15/2009 | М | 3,400 (3) | 01/15/2009(2) | 01/15/2018 | Common Stock |

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Officer Other

Fehr Richard

2515 MCKINNEY AVENUE, SUITE Senior Vice Business Optimization, DSD

1200 President Grp

DALLAS, TX 75201

Signatures

Angela B. Miro, 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 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 date of the grant, subject to certain accelerated vesting provisions.
- (3) The reporting person was entitled to receive a total of 3,400 shares of common stock of the Issuer pursuant to the vesting provisions in the 2008 Award of Restricted Stock units.

Remarks:

THIRD OF THREE (3) FORM 4s FILED ON THIS SAME 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.

Reporting Owners 3