

SCALZO JOSEPH
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 *
SCALZO JOSEPH

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) _____ 10% Owner
_____ Other (specify below)
President-White Wave Foods Co.

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 or Price (A) or (D)		
Common Stock	01/15/2009		M		8,000 <u>(1)</u>	A	\$ 0 <u>(1)</u> 11,817 D
Common Stock	01/15/2009		F		2,765 <u>(1)</u>	D	\$ 18.17 <u>(1)</u> 9,052 D

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

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(9-02)

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units (DU004304)	\$ 0	01/15/2009		M	8,000 <u>(1)</u>	01/15/2009 ⁽²⁾	01/15/2018	Common Stock
Restricted Stock Units (DU003833)	\$ 0					02/12/2008 ⁽³⁾	02/12/2017	Common Stock
Restricted Stock Units (DV005220)	\$ 0					02/12/2008 ⁽³⁾	02/12/2017	Common Stock
Non-Qualified Stock Option (right to buy-DF003753)	\$ 25.8454					10/11/2006 ⁽⁴⁾	10/11/2015	Common Stock
Non-Qualified Stock Option (right to buy-DV003475)	\$ 25.8454					10/11/2006 ⁽⁴⁾	10/11/2015	Common Stock
Non-Qualified Stock Option (right to buy-DF005350)	\$ 30.1121					02/12/2008 ⁽⁵⁾	02/12/2017	Common Stock
Non-Qualified Stock Option (right to buy-DV003477)	\$ 30.1121					02/12/2008 ⁽⁵⁾	02/12/2017	Common Stock
Non-Qualified Stock Option (right to buy-DF006425)	\$ 25.37					01/15/2009 ⁽⁵⁾	01/15/2018	Common Stock
Incentive Stock Option (right to buy-DF005339)	\$ 30.1121					02/12/2008 ⁽⁵⁾	02/12/2017	Common Stock
	\$ 30.1121					02/12/2008 ⁽⁵⁾	02/12/2017	

Incentive Stock
Option (right to
buy-DV003476)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCALZO JOSEPH 2515 MCKINNEY AVENUE SUITE 1200 DALLAS,, TX 75201			President-White Wave Foods Co.	

Signatures

Angela B. Miro,
Attorney-In-Fact

01/20/2009

__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 was entitled to receive a total of 8,000 shares of common stock of the Issuer pursuant to the vesting provisions in the

(1) 2008 Restricted Stock Unit Award Agreement. A total of 2,765 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 5,235 net shares of common stock.

A Restricted Stock Unit, which is issued under the Company's 2007 Stock Incentive Plan, is a right to receive one share of Common

(2) Stock of the Issuer in the future, subject to the terms and conditions of the award agreement. The units vest annually, on a prorata basis, over a five-year period beginning on the first anniversary grant date, subject to certain accelerated vesting provisions.

A Restricted Stock Unit, which is issued under the Issuer's 1989 Stock Awards Plan, is a right to receive one share of common stock of

(3) the Issuer in the future, subject to the terms and conditions of the award agreement. The units vest annually, on a prorata basis, over a five-year period beginning on the first anniversary date of grant, subject to certain accelerated vesting provisions.

(4) The options vest in three equal installments beginning on the first anniversary of the date of the grant and were issued without stockholder approval, as an "inducement grant", as such term is defined by the New York Stock Exchange.

(5) The shares of common stock subject to the Option shall 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.

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