

DEAN FOODS CO
Form 4
April 02, 2008

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 *
GREEN STEPHEN L

(Last) (First) (Middle)
105 ROWAYTON AVENUE
(Street)

ROWAYTON, CT 06853

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/31/2008

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)
Common Stock	03/31/2008		A	(A) or (D) A	\$ 0 (1)	D	
				V	2,354 (1)		
					100,455 (2)		

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 SI000774)	\$ 11.2299					06/30/1998 ⁽³⁾	06/30/2008	Common Stock	22,500
Non-Qualified Stock Option (right to buy DV001435)	\$ 11.2299					06/30/1998 ⁽³⁾	06/30/2008	Common Stock	10,500
Non-Qualified Stock Option (right to buy T0000723)	\$ 11.2299					06/30/1998 ⁽³⁾	06/30/2008	Common Stock	4,140
Non-Qualified Stock Option (right to buy DV001432)	\$ 11.2299					06/30/1998 ⁽³⁾	06/30/2008	Common Stock	1,940
Non-Qualified Stock Option (right to buy SI001316)	\$ 8.0206					06/30/1999 ⁽³⁾	06/30/2009	Common Stock	22,500
Non-Qualified Stock Option (right to buy DV001426)	\$ 8.0206					06/30/1999 ⁽³⁾	06/30/2009	Common Stock	10,500
Non-Qualified Stock Option (right to buy T0000632)	\$ 8.0206					06/30/1999 ⁽³⁾	06/30/2009	Common Stock	4,140
Non-Qualified Stock Option (right to buy DV001443)	\$ 8.0206					06/30/1999 ⁽³⁾	06/30/2009	Common Stock	1,940
	\$ 9.3614					06/30/2000 ⁽³⁾	06/30/2010		22,500

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Non-Qualified Stock Option (right to buy SI001801)				Common Stock	
Non-Qualified Stock Option (right to buy DV001436)	\$ 9.3614		06/30/2000 ⁽³⁾	06/30/2010	Common Stock 10,500
Non-Qualified Stock Option (right to buy T0000636)	\$ 9.3614		06/30/2000 ⁽³⁾	06/30/2010	Common Stock 4,140
Non-Qualified Stock Option (right to buy DV001431)	\$ 9.3614		06/30/2000 ⁽³⁾	06/30/2010	Common Stock 1,940
Non-Qualified Stock Option (right to buy SF002503)	\$ 10.1707		06/29/2001 ⁽³⁾	06/29/2011	Common Stock 22,500
Non-Qualified Stock Option (right to buy DV001433)	\$ 10.1707		06/29/2001 ⁽³⁾	06/29/2011	Common Stock 10,500
Non-Qualified Stock Option (right to buy T0000641)	\$ 10.1707		06/29/2001 ⁽³⁾	06/29/2011	Common Stock 4,140
Non-Qualified Stock Option (right to buy DV001428)	\$ 10.1707		06/29/2001 ⁽³⁾	06/29/2011	Common Stock 1,940
Non-Qualified Stock Option (right to buy DF002166)	\$ 14.2351		07/01/2002 ⁽³⁾	07/01/2012	Common Stock 22,500
Non-Qualified Stock Option (right to buy DV001437)	\$ 14.2351		07/01/2002 ⁽³⁾	07/01/2012	Common Stock 10,500
Non-Qualified Stock Option (right to buy T0000647)	\$ 14.2351		07/01/2002 ⁽³⁾	07/01/2012	Common Stock 4,140
	\$ 14.2351		07/01/2002 ⁽³⁾	07/01/2012	

Non-Qualified Stock Option (right to buy DV001427)					Common Stock	
Non-Qualified Stock Option (right to buy DF002876)	\$ 18.1003	06/30/2003 ⁽³⁾	06/30/2013		Common Stock	7,50
Non-Qualified Stock Option (right to buy DV001438)	\$ 18.1003	06/30/2003 ⁽³⁾	06/30/2013		Common Stock	3,52
Non-Qualified Stock Option (right to buy T0000813)	\$ 18.1003	06/30/2003 ⁽³⁾	06/30/2013		Common Stock	1,38
Non-Qualified Stock Option (right to buy DV001439)	\$ 18.1003	06/30/2003 ⁽³⁾	06/30/2013		Common Stock	64

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREEN STEPHEN L 105 ROWAYTON AVENUE ROWAYTON, CT 06853	X			

Signatures

Katherine K. Connell,
Attorney-In-Fact

04/02/2008

__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) Includes 4,438 shares of RSUs which have vested and for which the reporting person has opted to defer receipt until a future date.
 - (3) 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.

Remarks:

CONTINUED ON ADDITIONAL FORM 4 FILED ON THIS SAME DATE.

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