Carosella Deborah B Form 4 May 19, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

Section 16.
Form 4 or
Form 5
obligations
may continue.

SECURITIES

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

(Print or Type Responses)

1(b).

(Last)

See Instruction

1. Name and Address of Reporting F	erson
Carosella Deborah R	

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

15500

(First)

(Middle)

DEAN FOODS CO [DF]
3. Date of Earliest Transaction

____ Director _____ 10% Owner ____ X__ Officer (give title _____ Other (specify

(Check all applicable)

05/17/2009

(Month/Day/Year)

below) below) SVP-Innovation

(Street)

(Ctata)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person ____ Form filed by More than One Reporting

Person

BROOMFIELD, CO 80021

12002 AIRPORT WAY

(City)	(State) (Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securi on(A) or Di		•	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3,	4 and	5)	Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	05/17/2009		M	1,764 (1)	A	\$ 0	4,594	D	
Common Stock	05/17/2009		F	549 (1)	D	\$ 18.53	4,045	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)

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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 4. 5. Number Execution Date, if any Code Securities (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed o (D) (Instr. 3, 4,		rivative ties red	6. Date Exerci Expiration Dat (Month/Day/Y	7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code V	and 5)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Restricted Stock Units (DU003922)	\$ 0	05/17/2009		M	1	1,764 (1)	05/17/2008	05/17/2017	Common Stock	1,764 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships
Reporting Owner Name / Address	

Director 10% Owner Officer Other

Carosella Deborah B 12002 AIRPORT WAY BROOMFIELD, CO 80021

SVP-Innovation

Signatures

Katherine K. Connell, Attorney-In-Fact

05/19/2009

**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 received a total of 1,764 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of (1) restricted stock units. A total of 549 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 1,215 net shares of Common Stock.

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.

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