

DEAN FOODS CO  
Form 4  
June 11, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**HARDIN JOSEPH S JR**

(Last) (First) (Middle)  
820 PICACHO LANE  
(Street)  
SANTA BARBARA, CA 93108

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
06/09/2010

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/09/2010		M	V Amount (A) or (D) Price \$ 9.3614	39,157 A \$ 9.3614	195,123 <sup>(1)</sup>	D
Common Stock	06/09/2010		F <sup>(2)</sup>	8,000 D \$ 10.44	187,123	D	
Common Stock					3,550	I	by Trusts. <sup>(3)</sup>

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

Edgar Filing: DEAN FOODS CO - Form 4

**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 (Instr. 3 and 4)
Non-Qualified Stock Option (right to buy-SI001802)	\$ 9.3614	06/09/2010		M	22,500	06/30/2000 <sup>(4)</sup> 06/30/2010	Common Stock
Non-Qualified Stock Option (right to buy-DV001542)	\$ 9.3614	06/09/2010		M	10,564	06/30/2000 <sup>(4)</sup> 06/30/2010	Common Stock
Non-Qualified Stock Option (right to buy-T0000637)	\$ 9.3614	06/09/2010		M	4,146	06/30/2000 <sup>(4)</sup> 06/30/2010	Common Stock
Non-Qualified Stock Option (right to buy-DV001544)	\$ 9.3614	06/09/2010		M	1,947	06/30/2000 <sup>(4)</sup> 06/30/2010	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARDIN JOSEPH S JR 820 PICACHO LANE SANTA BARBARA, CA 93108	X			

## Signatures

Katherine K. Connell,  
Attorney-In-Fact

06/11/2010

\_\_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) Includes 8,876 shares of common stock from restricted stock units that have vested, and the reporting person has elected to defer receipt until he is no longer a member of the Issuer's Board of Directors.
- (2) Delivery of already-owned shares as partial payment of exercise price.
- (3) The reporting person is the trustee and disclaims all beneficial interest except to the extent of his pecuniary interest in the trusts, if any. The reporting person's sister and the reporting person's children are the beneficiaries of the trusts.
- (4) The options are fully vested and immediately exercisable upon grant.

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.