

McKelvey Gregory A
Form 4
February 18, 2010

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 *
McKelvey Gregory A

(Last) (First) (Middle)
2515 MCKINNEY AVENUE, SUITE 1200
(Street)

DALLAS,, TX 75201

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/12/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
EVP-Chief Strategy

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)
				(A) or (D)	Price		
Common Stock	02/12/2010		M	882 ⁽¹⁾	\$ 0	A	4,106 D
Common Stock	02/12/2010		F	289 ⁽¹⁾	\$ 14.56	D	3,817 D
Common Stock	02/13/2010		M	4,400 ⁽²⁾	\$ 0	A	8,217 D
Common Stock	02/13/2010		F	1,261 ⁽²⁾	\$ 14.56	D	6,956 D

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

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(9-02)

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 (DU003855)	\$ 0	02/12/2010		M	600	02/12/2008 ⁽³⁾	02/12/2017	Common Stock
Restricted Stock Units (DV005242)	\$ 0	02/12/2010		M	282	02/12/2008 ⁽³⁾	02/12/2017	Common Stock
Non Qualified Stock Option (right to buy-DF)	\$ 14.56	02/12/2010		A	24,140	02/12/2011 ⁽⁴⁾	02/12/2020	Common Stock
Restricted Stock Units	\$ 0	02/12/2010		A	8,183	02/12/2011 ⁽⁵⁾	02/12/2020	Common Stock
Restricted Stock Units (DU004405)	\$ 0	02/13/2010		M	4,400	02/13/2010 ⁽⁵⁾	02/13/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McKelvey Gregory A 2515 MCKINNEY AVENUE SUITE 1200 DALLAS,, TX 75201			EVP-Chief Strategy	

Signatures

Katherine K. Connell,
Attorney-In-Fact

02/17/2010

__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) The reporting person received a total of 882 shares of common stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units. A total of 289 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 593 net shares of common stock

(2) The reporting person received a total of 4,400 shares of common stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units. A total of 1,261 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 3,139 net shares of common stock

(3) The reporting person has received an award of restricted stock units, which is the right to receive shares of Common Stock of the Issuer in the future, subject to the terms and conditions of the award agreement. The units vest annually, on a pro rata basis, over a five year period beginning on the first anniversary of the grant date, subject to certain accelerated vesting provisions.

(4) The shares of Common Stock subject to the Option vest annually, on a pro rata basis, over a three year period beginning on the first anniversary of the grant date, subject to the terms and conditions of the award agreement.

(5) The reporting person has received an award of restricted stock units, which is the right to receive shares of Common Stock of the Issuer in the future, subject to the terms and conditions of the award agreement. The units vest annually, on a pro rata basis, over a three year period beginning on the first anniversary of the grant date, subject to certain accelerated vesting provisions.

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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