

DEAN FOODS CO
Form 4
October 02, 2007

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 *
BERNON ALAN J

(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)
09/28/2007

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/28/2007		M		13,333	A	\$ 0 (2)
Common Stock	09/28/2007		M		6,260	A	\$ 0 (2)
Common Stock	09/28/2007		M		50,000	A	\$ 0 (2)
Common Stock	09/28/2007		M		23,475	A	\$ 0 (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)

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of S
Non-Qualified Stock Option (right to buy-T0000354)	\$ 11.6934					01/14/2003 ⁽¹⁾	01/14/2012	Common Stock	75
Non-Qualified Stock Option (right to buy-DV000254)	\$ 11.6934					01/14/2003 ⁽¹⁾	01/14/2012	Common Stock	35
Non-Qualified Stock Option (right to buy-T0000616)	\$ 11.6934					01/14/2003 ⁽¹⁾	01/14/2012	Common Stock	13
Non-Qualified Stock Option (right to buy-DV000259)	\$ 11.6934					01/14/2003 ⁽¹⁾	01/14/2012	Common Stock	6,
Non-Qualified Stock Option (right to buy-T0000355)	\$ 11.6934					01/14/2003 ⁽¹⁾	01/14/2012	Common Stock	50
Non-Qualified Stock Option (right to buy-DV000257)	\$ 11.6934					01/14/2003 ⁽¹⁾	01/14/2012	Common Stock	23
Non-Qualified Stock Option	\$ 11.6934					01/14/2003 ⁽¹⁾	01/14/2012	Common Stock	9,

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(right to buy-T0000604)					
Non-Qualified Stock Option (right to buy-DV000264)	\$ 11.6934	01/14/2003 ⁽¹⁾	01/14/2012	Common Stock	4,
Non-Qualified Stock Option (right to buy-DF002200)	\$ 14.2466	01/06/2004 ⁽¹⁾	01/06/2013	Common Stock	78,
Non-Qualified Stock Option (right to buy-DV000256)	\$ 14.2466	01/06/2004 ⁽¹⁾	01/06/2013	Common Stock	36,
Non-Qualified Stock Option (right to buy-T0000606)	\$ 14.2466	01/06/2004 ⁽¹⁾	01/06/2013	Common Stock	14,
Non-Qualified Stock Option (right to buy-DV000260)	\$ 14.2466	01/06/2004 ⁽¹⁾	01/06/2013	Common Stock	6,
Non-Qualified Stock Option (right to buy-TU000143)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	1,
Non-Qualified Stock Option (right to buy-DV000261)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	5,
Non-Qualified Stock Option (right to buy-TU000144)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	1,
Non-Qualified Stock Option (right to buy-DV000262)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	9,
Non-Qualified Stock Option (right to buy-DF003299)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	36,
Non-Qualified Stock Option (right to	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	17,

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buy-DV000253)						
Non-Qualified Stock Option (right to buy-T0000769)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	6,	
Non-Qualified Stock Option (right to buy-DV000258)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	3,	
Non-Qualified Stock Option (right to buy-DF902107)	\$ 18.3014	01/10/2006 ⁽¹⁾	01/10/2015	Common Stock	23,	
Non-Qualified Stock Option (right to buy-DV000249)	\$ 18.3014	01/10/2006 ⁽¹⁾	01/10/2015	Common Stock	10,	
Non-Qualified Stock Option (right to buy-TU000145)	\$ 18.3014	01/10/2006 ⁽¹⁾	01/10/2015	Common Stock	3,	
Non-Qualified Stock Option (right to buy-DV000252)	\$ 18.3014	01/10/2006 ⁽¹⁾	01/10/2015	Common Stock	1,	
Non-Qualified Stock Option (right to buy-T0000797)	\$ 18.3014	01/10/2006 ⁽¹⁾	01/10/2015	Common Stock	4,	
Non-Qualified Stock Option (right to buy-DV000255)	\$ 18.3014	01/10/2006 ⁽¹⁾	01/10/2015	Common Stock	2,	
Incentive Stock Option (right to buy-DF902106)	\$ 18.3014	01/10/2006 ⁽¹⁾	01/10/2015	Common Stock	3,	
Incentive Stock Option (right to buy-DV004565)	\$ 18.3014	01/10/2006 ⁽¹⁾	01/10/2015	Common Stock	1,	
Incentive Stock Option (right to buy-T0001361)	\$ 18.3014	01/10/2006 ⁽¹⁾	01/10/2015	Common Stock	3,	
Incentive Stock Option (right to buy-DV004566)	\$ 18.3014	01/10/2006 ⁽¹⁾	01/10/2015	Common Stock	1,	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERNON ALAN J 2515 MCKINNEY AVENUE, SUITE 1200 DALLAS, TX 75201	X			

Signatures

Alan J. Bernon 10/02/2007

__Signature of Date
Reporting Person

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 shares of common stock subject to the Option became fully vested on September 28, 2007, pursuant to a separation agreement between Mr. Bernon and the Issuer. Mr. Bernon will continue his role as a director for the Issuer.
- (2) The Restricted Stock Units vested on September 28, 2007, pursuant to a separation agreement between Mr. Bernon and the Issuer.

Remarks:

FIRST OF TWO (2) FORM 4s FILED ON SAME DATE.

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.