

Fehr Richard
Form 4
January 15, 2009

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

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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 *
Fehr Richard

(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)
01/13/2009

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)

Senior Vice President / Business Optimization, DSD Grp

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 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)	Code V Amount (D) Price		

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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Underlying S
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(Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy-DF004923)	\$ 25.6821						01/13/2007 ⁽¹⁾	01/13/2016	Common Stock
Incentive Stock Option (right to buy-DF004922)	\$ 25.6821						01/13/2007 ⁽¹⁾	01/13/2016	Common Stock
Non-Qualified Stock Option (right to buy-DV001061)	\$ 25.6821						01/13/2007 ⁽¹⁾	01/13/2016	Common Stock
Incentive Stock Option (right to buy-DV001060)	\$ 25.6821						01/13/2007 ⁽¹⁾	01/13/2016	Common Stock
Restricted Stock Units (DU003752)	\$ 0	01/13/2009		M		2,400 ⁽³⁾	01/13/2009 ⁽²⁾	01/13/2016	Common Stock
Restricted Stock Units (DV005428)	\$ 0	01/13/2009		M		1,127 ⁽³⁾	01/13/2009 ⁽²⁾	01/13/2016	Common Stock
Non-Qualified Stock Option (right to buy-DF005942)	\$ 30.1121						02/12/2008 ⁽¹⁾	02/12/2017	Common Stock
Incentive Stock Option (right to buy-DF005352)	\$ 30.1121						02/12/2010 ⁽¹⁾	02/10/2017	Common Stock
Non-Qualified Stock Option (right to buy-DV001077)	\$ 30.1121						02/12/2008 ⁽¹⁾	02/12/2017	Common Stock
Incentive Stock Option (right to buy-DV001076)	\$ 30.1121						02/12/2008 ⁽¹⁾	02/12/2017	Common Stock
Restricted Stock Units	\$ 0						02/12/2008 ⁽²⁾	02/12/2017	Common Stock

