

DEAN FOODS CO
Form 4
June 12, 2008

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 *
GREEN STEPHEN L

(Last) (First) (Middle)
105 ROWAYTON AVENUE
(Street)

ROWAYTON, CT 06853

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/10/2008

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)		
				(A) or (D)	Price				
Common Stock	06/10/2008		M	V	19,709	A	\$ 11.2299	129,183 ⁽¹⁾	D
Common Stock	06/10/2008		S		8,310	D	\$ 20.37	120,873 ⁽¹⁾	D
Common Stock	06/10/2008		S		2,300	D	\$ 20.375	118,573 ⁽¹⁾	D
Common Stock	06/10/2008		S		300	D	\$ 20.38	118,273 ⁽¹⁾	D

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

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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 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
Non-Qualified Stock Option (right to buy SI000774)	\$ 11.2299	06/10/2008		M	3,052	06/30/1998 ⁽²⁾	06/30/2008	Common Stock
Non-Qualified Stock Option (right to buy DV001435)	\$ 11.2299	06/10/2008		M	10,564	06/30/1998 ⁽²⁾	06/30/2008	Common Stock
Non-Qualified Stock Option (right to buy T0000723)	\$ 11.2299	06/10/2008		M	4,146	06/30/1998 ⁽²⁾	06/30/2008	Common Stock
Non-Qualified Stock Option (right to buy DV001432)	\$ 11.2299	06/10/2008		M	1,947	06/30/1998 ⁽²⁾	06/30/2008	Common Stock
Non-Qualified Stock Option (right to buy SI001316)	\$ 8.0206					06/30/1999 ⁽²⁾	06/30/2009	Common Stock
Non-Qualified Stock Option (right to buy DV001426)	\$ 8.0206					06/30/1999 ⁽²⁾	06/30/2009	Common Stock
Non-Qualified Stock Option (right to buy T0000632)	\$ 8.0206					06/30/1999 ⁽²⁾	06/30/2009	Common Stock
Non-Qualified Stock Option	\$ 8.0206					06/30/1999 ⁽²⁾	06/30/2009	Common Stock

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(right to buy DV001443)				
Non-Qualified Stock Option (right to buy SI001801)	\$ 9.3614		06/30/2000 ⁽²⁾	06/30/2010 Common Stock
Non-Qualified Stock Option (right to buy DV001436)	\$ 9.3614		06/30/2000 ⁽²⁾	06/30/2010 Common Stock
Non-Qualified Stock Option (right to buy T0000636)	\$ 9.3614		06/30/2000 ⁽²⁾	06/30/2010 Common Stock
Non-Qualified Stock Option (right to buy DV001431)	\$ 9.3614		06/30/2000 ⁽²⁾	06/30/2010 Common Stock
Non-Qualified Stock Option (right to buy SF002503)	\$ 10.1707		06/29/2001 ⁽²⁾	06/29/2011 Common Stock
Non-Qualified Stock Option (right to buy DV001433)	\$ 10.1707		06/29/2001 ⁽²⁾	06/29/2011 Common Stock
Non-Qualified Stock Option (right to buy T0000641)	\$ 10.1707		06/29/2001 ⁽²⁾	06/29/2011 Common Stock
Non-Qualified Stock Option (right to buy DV001428)	\$ 10.1707		06/29/2001 ⁽²⁾	06/29/2011 Common Stock
Non-Qualified Stock Option (right to buy DF002166)	\$ 14.2351		07/01/2002 ⁽²⁾	07/01/2012 Common Stock
Non-Qualified Stock Option (right to buy DV001437)	\$ 14.2351		07/01/2002 ⁽²⁾	07/01/2012 Common Stock
Non-Qualified Stock Option (right to buy	\$ 14.2351		07/01/2002 ⁽²⁾	07/01/2012 Common Stock

T0000647)

Non-Qualified Stock Option (right to buy DV001427)	\$ 14.2351	07/01/2002 ⁽²⁾	07/01/2012	Common Stock
Non-Qualified Stock Option (right to buy DF002876)	\$ 18.1003	06/30/2003 ⁽²⁾	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy DV001438)	\$ 18.1003	06/30/2003 ⁽²⁾	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy T0000813)	\$ 18.1003	06/30/2003 ⁽²⁾	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy DV001439)	\$ 18.1003	06/30/2003 ⁽²⁾	06/30/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREEN STEPHEN L 105 ROWAYTON AVENUE ROWAYTON, CT 06853		X		

Signatures

Katherine K. Connell,
Attorney-In-Fact

06/12/2008

**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 4,438 shares of RSUs which have vested and for which the reporting person has opted to defer receipt until a future date.
 - (2) The options were automatically granted under the Issuer's 1997 Amended and Restated Stock Option and Restricted Stock Plan, and are fully vested and immediately exercisable upon grant.

Remarks:

CONTINUED ON ADDITIONAL FORM 4 FILED ON THIS 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.

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