

McCRUMMEN RONALD L
Form 4
January 20, 2009

FORM 4

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

OMB APPROVAL

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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 *
McCRUMMEN RONALD L

(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)
01/15/2009

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)
SVP & Chief Accounting Officer

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial 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.

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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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|

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| Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Am |
|--|------------------|------------|---|------|---|-----|-----|---------------------------|--------------------|-----------------|------------------------|
| | | | | | | | | | | | or Nur of Sha |
| Incentive Stock Option (right to buy-DF902536) | \$ 18.3014 | | | | | | | 01/07/2006 ⁽¹⁾ | 01/07/2015 | Common Stock | 3, |
| Incentive Stock Option (right to buy-DV002707) | \$ 18.3014 | | | | | | | 01/07/2006 ⁽¹⁾ | 01/07/2015 | Common Stock | 1,4 |
| Incentive Stock Option (right to buy-T0001757) | \$ 18.3014 | | | | | | | 01/07/2006 ⁽¹⁾ | 01/07/2015 | Common Stock | 1 |
| Incentive Stock Option (right to buy-DV002705) | \$ 18.3014 | | | | | | | 01/07/2006 ⁽¹⁾ | 01/07/2015 | Common Stock | 9 |
| Incentive Stock Option (right to buy-DF004938) | \$ 25.6821 | | | | | | | 01/13/2007 ⁽¹⁾ | 01/13/2016 | Common Stock | 2,9 |
| Incentive Stock Option (right to buy-DV002710) | \$ 25.6821 | | | | | | | 01/13/2007 ⁽¹⁾ | 01/13/2016 | Common Stock | 1,3 |
| Incentive Stock Option (right to buy-DF005344) | \$ 30.1121 | | | | | | | 02/12/2008 ⁽¹⁾ | 02/12/2017 | Common Stock | 2,3 |
| Incentive Stock Option (right to buy-DV002704) | \$ 30.1121 | | | | | | | 02/12/2008 ⁽¹⁾ | 02/12/2017 | Common Stock | 1,0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McCRUMMEN RONALD L 2515 MCKINNEY AVENUE SUITE 1200 DALLAS,, TX 75201 | | | SVP & Chief Accounting Officer | |

Signatures

Marilyn M. Miville as
Attorney-In-Fact

01/20/2009

__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 stock options vest annually, on a prorata basis, over a three-year period beginning on the first anniversary of the date of grant.

Remarks:

CONTINUATION OF FORM 4 PREVIOUSLY FILED ON THIS DATE, NO TRANSACTIONS REPORTED ON THIS FO

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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