Kroeker Harrald F.K. Form 4 February 18, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number: January 31, Expires:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Kroeker Harrald F.K.			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	DEAN FOODS CO [DF] 3. Date of Earliest Transaction	(Check all applicable)		
2515 MCKII AVENUE, S			(Month/Day/Year) 02/12/2010	Director 10% Owner _X Officer (give title Other (specify below) President-DSD Dairy		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
DALLAS, T	X 75201			Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	quired, Disposed of, or Beneficially Owner		

(Chij)	(51410)	Table	e I - Non-D	erivative S	ecurit	ies Acq	juired, Disposed (of, or Beneficial	ly Owned	
1.Title of	2. Transaction Date	2A. Deemed Execution Date, if	3.	4. Securit		•	5. Amount of	6. Ownership		
Security	(Month/Day/Year)	Transaction(A) or Disposed of			Securities	Form: Direct	Indirect			
(Instr. 3)		Code	(D)			Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and 5	5)	Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)	
					(4)		Reported			
					(A)		Transaction(s)			
					or		(Instr. 3 and 4)			
			Code V	Amount	(D)	Price	()			
Common Stock	02/12/2010		M	2,939 (1)	A	\$0	21,447	D		
Common Stock	02/13/2010		M	10,000 (2)	A	\$0	31,447	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. Transacti Code (Instr. 8)	1		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title a Underlyi (Instr. 3
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units (DU003837)	\$ 0	02/12/2010		M		2,000 (1)	02/12/2008(3)	02/12/2017	Comm
Restricted Stock Units (DV005224)	\$ 0	02/12/2010		M		939 (1)	02/12/2008(3)	02/12/2017	Comm
Non-Qualified Stock Option (Right-to-Buy)	\$ 14.56	02/12/2010		A	48,279		02/12/2011(4)	02/12/2020	Comm
Restricted Stock Units	\$ 0	02/12/2010		A	16,367		02/12/2011(5)	02/12/2020	Comm
Restricted Stock Units (DU004404)	\$ 0	02/13/2010		M		10,000 (5)	02/13/2010(5)	02/13/2019	Comm

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Kroeker Harrald F.K. 2515 MCKINNEY AVENUE			President-DSD Dairy					
SUITE 1200			1 resident-DSD Dairy					

Signatures

DALLAS, TX 75201

Marilyn M. Miville, 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 2,939 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units.

Reporting Owners 2

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- (2) The reporting person received a total of 10,000 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units.
- The reporting person has received an award of restricted stock units, which is the right to receive shares of common stock of the Issurer in (3) 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.
- 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 (5) the future, subject to the terms and conditions of the award agreement. The restricted stock units vest annually, on a pro rata basis, over a three year period beginning on the first anniversary of the grant 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.