

DEAN FOODS CO  
Form 4  
December 19, 2007

**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 \*  
Tanner Gregg A

(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)  
12/17/2007

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)

Exec VP, Supply Chain

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 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  | (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 Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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|   | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | Code | V | (A)   | (D) | Date Exercisable          | Expiration<br>Date | Title           |
|---|------------------------------------|------------------|------------|---|------|---|-------|-----|---------------------------|--------------------|-----------------|
|   |                                    |                  |            |   |      |   |       |     |                           |                    |                 |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-DF006018) | \$ 26.67                           |                  |            |   |      |   |       |     | 11/06/2008 <sup>(1)</sup> | 11/06/2017         | Common<br>Stock |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-DF006019) | \$ 26.67                           |                  |            |   |      |   |       |     | 11/06/2008 <sup>(1)</sup> | 11/06/2017         | Common<br>Stock |
| Restricted Stock<br>Units<br>(DU003940)                     | \$ 0                               |                  |            |   |      |   |       |     | 11/06/2008 <sup>(2)</sup> | 11/06/2017         | Common<br>Stock |
| Restricted Stock<br>Units<br>(DU003945)                     | \$ 0                               |                  |            |   |      |   |       |     | 11/06/2008 <sup>(2)</sup> | 11/06/2017         | Common<br>Stock |
| Restricted Stock<br>Units (DU)                              | \$ 0                               | 12/17/2007       |            |   | A    |   | 5,000 |     | 11/01/2012 <sup>(3)</sup> | 12/17/2017         | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| Tanner Gregg A<br>2515 MCKINNEY AVENUE, SUITE 1200<br>DALLAS, TX 75201 |               |           | Exec VP, Supply Chain |       |

## Signatures

Gregg A.  
Tanner

12/19/2007

\*\*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 shares of common stock subject to the Option, which is issued under the Company's 1997 Stock Option and Restricted Stock Plan, vest ratably in three equal increments commencing on the first anniversary of the date of grant.
  - (2) A Restricted Stock Unit, which is issued under the Company's 1989 Stock Awards Plan, is a right to receive one share of common stock of the Issuer in the future, subject to the terms and conditions of the award agreement. The units vest annually, on a prorata basis, over a

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five-year period beginning on the first anniversary of the date of grant, subject to certain accelerated vesting provisions.

- (3) The reporting person has received Restricted Stock Units, which are issued under the Company's 1989 Stock Awards Plan, and is a right to receive one share of common stock of the Issuer in the future, subject to the terms and conditions of the award agreement. The units will vest on November 1, 2012, five years from the reporting person's date of employment, pursuant to the terms of his letter offering employment.

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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