

DEAN FOODS CO
Form 4
February 14, 2008

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 *
ENGLES GREGG 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)
02/12/2008

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)

Chairman of the Board and

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/12/2008		M		20,000 (1)	A	\$ 0 2,740,253 D
Common Stock	02/12/2008		F		6,002 (1)	D	\$ 26.93 2,734,251 D
Common Stock	02/12/2008		M		9,390 (1)	A	\$ 0 2,743,641 D
Common Stock	02/12/2008		F		3,423 (1)	D	\$ 26.93 2,740,218 D

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

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(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 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 Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nun Sha
Non-Qualified Stock Option (right to buy-DF001329)	\$ 11.6934					01/14/2003 ⁽²⁾	01/14/2012	Common Stock	45
Non-Qualified Stock Option (right to buy-DV000972)	\$ 11.6934					01/14/2003 ⁽²⁾	01/14/2012	Common Stock	21
Non-Qualified Stock Option (right to buy-T0000663)	\$ 11.6934					01/14/2003 ⁽²⁾	01/14/2012	Common Stock	4
Non-Qualified Stock Option (right to buy-DV000973)	\$ 11.6934					01/14/2003 ⁽²⁾	01/14/2012	Common Stock	2
Non-Qualified Stock Option (right to buy-DF001512)	\$ 11.6934					01/14/2003 ⁽²⁾	01/14/2012	Common Stock	59
Non-Qualified Stock Option (right to buy-DV000988)	\$ 11.6934					01/14/2003 ⁽²⁾	01/14/2012	Common Stock	27
Non-Qualified Stock Option (right to	\$ 11.6934					01/14/2003 ⁽²⁾	01/14/2012	Common Stock	6

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buy-T0000675)					
Non-Qualified Stock Option (right to buy-DV000990)	\$ 11.6934	01/14/2003 ⁽²⁾	01/14/2012	Common Stock	2
Non-Qualified Stock Option (right to buy-DF002188)	\$ 14.2466	01/06/2004 ⁽²⁾	01/06/2013	Common Stock	60
Non-Qualified Stock Option (right to buy-DV000987)	\$ 14.2466	01/06/2004 ⁽²⁾	01/06/2013	Common Stock	28
Non-Qualified Stock Option (right to buy-T0000656)	\$ 14.2466	01/06/2004 ⁽²⁾	01/06/2013	Common Stock	40
Non-Qualified Stock Option (right to buy-DV000992)	\$ 14.2466	01/06/2004 ⁽²⁾	01/06/2013	Common Stock	19
Non-Qualified Stock Option (right to buy-TU000181)	\$ 17.9107	01/13/2005 ⁽²⁾	01/13/2014	Common Stock	1
Non-Qualified Stock Option (right to buy-DV000991)	\$ 17.9107	01/13/2005 ⁽²⁾	01/13/2014	Common Stock	
Non-Qualified Stock Option (right to buy-TU000183)	\$ 17.9107	01/13/2005 ⁽²⁾	01/13/2014	Common Stock	
Non-Qualified Stock Option (right to buy-DV000976)	\$ 17.9107	01/13/2005 ⁽²⁾	01/13/2014	Common Stock	
Non-Qualified Stock Option (right to buy-DF003303)	\$ 17.9107	01/13/2005 ⁽²⁾	01/13/2014	Common Stock	32
Non-Qualified Stock Option (right to buy-DV000975)	\$ 17.9107	01/13/2005 ⁽²⁾	01/13/2014	Common Stock	15

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Non-Qualified Stock Option (right to buy-T0000901)	\$ 17.9107	01/13/2005 ⁽²⁾	01/13/2014	Common Stock	40
Non-Qualified Stock Option (right to buy-DV000989)	\$ 17.9107	01/13/2005 ⁽²⁾	01/13/2014	Common Stock	19
Non-Qualified Stock Option (right to buy-TU000182)	\$ 18.3014	01/07/2006 ⁽²⁾	01/07/2015	Common Stock	
Non-Qualified Stock Option (right to buy-DV000977)	\$ 18.3014	01/07/2006 ⁽²⁾	01/07/2015	Common Stock	
Non-Qualified Stock Option (right to buy-DF902595)	\$ 18.3014	01/07/2006 ⁽²⁾	01/07/2015	Common Stock	28
Non-Qualified Stock Option (right to buy_DV000986)	\$ 18.3014	01/07/2006 ⁽²⁾	01/07/2015	Common Stock	13
Non-Qualified Stock Option (right to buy-T0000619)	\$ 18.3014	01/07/2006	01/07/2015	Common Stock	52
Non-Qualified Stock Option (right to buy-DV000993)	\$ 18.3014	01/07/2006 ⁽²⁾	01/07/2015	Common Stock	24
Non-Qualified Stock Option (right to buy-DF004886)	\$ 25.6821	01/13/2007 ⁽²⁾	01/13/2016	Common Stock	43
Non-Qualified Stock Option (right to buy-DV000978)	\$ 25.6821	01/13/2007 ⁽²⁾	01/13/2016	Common Stock	20
Non-Qualified Stock Option (right to buy-DF005346)	\$ 30.1121	02/12/2008 ⁽²⁾	02/12/2017	Common Stock	24
	\$ 30.1121	02/12/2008 ⁽²⁾	02/12/2017		11

Non-Qualified
 Stock Option
 (right to
 buy-DV000981)

Common
 Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ENGLES GREGG L 2515 MCKINNEY AVENUE, SUITE 1200 DALLAS, TX 75201	X			Chairman of the Board and

Signatures

Gregg L. Engles 02/14/2008

__Signature of Date
 Reporting Person

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 was entitled to receive a total of 29,390 shares of common stock of the Issuer pursuant to the vesting provisions in the 2007 Award of Restricted Stock Units ("RSUs"). A total of 9,425 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 19,965 net shares of common stock.
- (2) The shares of common stock subject to the Option vest ratably in three equal increments commencing on the first anniversary of the grant date.

Remarks:

FIRST OF TWO (2) FORM 4s 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. 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.