

DEAN FOODS CO
Form 4
November 22, 2006

FORM 4

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

OMB APPROVAL

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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)
11/21/2006

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)
SVP & Chief Accounting Officer

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/21/2006		S	3,310	D \$ 42.2	4,133.281	D
Common Stock	11/21/2006		S	1,116	D \$ 42.45	3,017.281	D
Common Stock	11/21/2006		S	958	D \$ 42.46	2,059.281	D

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

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number.

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Units (DF902059)	\$ 0					01/07/2006 ⁽¹⁾ 01/07/2015	Common Stock 7,000
Stock Units (TU905692)	\$ 0					01/07/2006 ⁽¹⁾ 01/07/2015	Common Stock 1,290
Non-Qualified Stock Option (right to buy - DF003693)	\$ 24.9436					10/08/2005 ⁽²⁾ 10/08/2014	Common Stock 14,800
Non-Qualified Stock Option (right to buy - T0003488)	\$ 24.9436					10/08/2005 ⁽²⁾ 10/08/2014	Common Stock 2,730
Non-Qualified Stock Option (right to buy - DF902537)	\$ 26.8941					01/07/2006 ⁽²⁾ 01/07/2015	Common Stock 16,800
Non-Qualified Stock Option (right to buy - T0000891)	\$ 26.8941					01/07/2006 ⁽²⁾ 01/07/2015	Common Stock 3,100
Non-Qualified Stock Option (right to buy - TU000301)	\$ 26.8941					01/07/2006 ⁽²⁾ 01/07/2015	Common Stock 380
Incentive Stock Option (right to buy - DF003692)	\$ 24.9436					10/08/2005 ⁽³⁾ 10/08/2014	Common Stock 10,100
	\$ 24.9436					10/08/2005 ⁽³⁾ 10/08/2014	

Incentive Stock Option (right to buy - T0003487)

Common Stock

Incentive Stock Option (right to buy - DF902536) \$ 26.8941

01/07/2006(3) 01/07/2015

Common Stock

3,13

Incentive Stock Option (right to buy - T0001757) \$ 26.8941

01/07/2006(3) 01/07/2015

Common Stock

192

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

Ronald L. McCrummen 11/22/2006

**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).
- A 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
- (1) Issuer in the future, subject to the terms and conditions of the award agreement. The units vest annually, on a prorata basis, over a five-year period beginning on the first anniversary date of grant, subject to certain accelerated vesting provisions.
 - (2) The non-qualified stock options were issued under the Issuer's 1997 Amended and Restated Stock Option and Restricted Stock Plan, and vest annually, on a prorata basis, over a three-year period beginning on the first anniversary of the date of grant.
 - (3) The incentive stock options were issued under the Issuer's 1997 Amended and Restated Stock Option and Restricted Stock Plan, and vest annually, on a prorata basis, over a three-year period beginning on the first anniversary of the date of grant.

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.