

DEAN FOODS CO
Form 4
July 03, 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 *
HILL JANET

(Last) (First) (Middle)

ALEXANDER &
ASSOCIATES, 400 C STREET,
N.E.

(Street)

WASHINGTON, DC 20002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DEAN FOODS CO [DF]

3. Date of Earliest Transaction
(Month/Day/Year)
06/29/2007

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)

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 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)	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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ar or Nu of Sh
Restricted Stock Units (DU000110)	\$ 0	06/30/2007	M			850	06/30/2005 ⁽¹⁾	06/30/2014	Common Stock	
Restricted Stock Units (DV005418)	\$ 0	06/30/2007	M			399 ⁽²⁾	06/30/2005 ⁽¹⁾	06/30/2014	Common Stock	3
Restricted Stock Units (TU905758)	\$ 0	06/30/2007	M			156	06/30/2005 ⁽¹⁾	06/30/2014	Common Stock	
Restricted Stock Units (DV005391)	\$ 0	06/30/2007	M			73 ⁽²⁾	06/30/2005 ⁽¹⁾	06/30/2014	Common Stock	7
Restricted Stock Units (DF905931)	\$ 0	06/30/2007	M			850	06/30/2006 ⁽¹⁾	06/30/2015	Common Stock	
Restricted Stock Units (DV005401)	\$ 0	06/30/2007	M			399 ⁽²⁾	06/30/2006 ⁽¹⁾	06/30/2015	Common Stock	3
Restricted Stock Units (DU003819)	\$ 0	06/30/2007	M			850	06/30/2007 ⁽¹⁾	06/30/2016	Common Stock	
Restricted Stock Units (DV005205)	\$ 0	06/30/2007	M			399 ⁽²⁾	06/30/2007 ⁽¹⁾	06/30/2016	Common Stock	3
Restricted Stock Units	\$ 0	06/29/2007	A			2,550	06/29/2008 ⁽¹⁾	06/29/2017	Common Stock	2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HILL JANET ALEXANDER & ASSOCIATES 400 C STREET, N.E. WASHINGTON, DC 20002		X		

Signatures

Janet V. Hill

07/03/2007

**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).

The reporting person has received an award of Restricted Stock Units ("RSUs") which is a right to receive shares of common stock of the

- (1) Issuer in the future, subject to the terms and conditions of the RSU Award Agreement. The RSUs vest annually, on a prorata basis, over a three-year period beginning on the first anniversary of the date of grant.
- (2) Due to a special cash dividend of \$15.00, paid by Issuer on April 2, 2007, to shareholders of record on March 27, 2007, the number of shares has been adjusted to maintain the value of the RSU award, post-dividend.

Remarks:

CONTINUED FORM PREVIOUS FORM 4 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.

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