

DEAN FOODS CO
Form 4
January 17, 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 *
GOOLSBY MICHELLE P

(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)
01/15/2008

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)

Executive Vice President

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 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	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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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy - DV001361)	\$ 11.6934								01/14/2003 ⁽¹⁾	01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy - DF002194)	\$ 14.2466								01/06/2004 ⁽¹⁾	01/06/2013	Common Stock
Non-Qualified Stock Option (right to buy - DV001373)	\$ 14.2466								01/06/2004 ⁽¹⁾	01/06/2013	Common Stock
Non-Qualified Stock Option (right to buy - T0000610)	\$ 14.2466								01/06/2004 ⁽¹⁾	01/06/2013	Common Stock
Non-Qualified Stock Option (right to buy - DV001360)	\$ 14.2466								01/06/2004 ⁽¹⁾	01/06/2013	Common Stock
Non-Qualified Stock Option (right to buy - DF003309)	\$ 17.9107								01/13/2005 ⁽¹⁾	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy - DV001377)	\$ 17.9107								01/13/2005 ⁽¹⁾	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy - T0000708)	\$ 17.9107								01/13/2005 ⁽¹⁾	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy - DV001382)	\$ 17.9107								01/13/2005 ⁽¹⁾	01/13/2014	Common Stock
Non-Qualified Stock Option	\$ 17.9107								01/13/2005 ⁽¹⁾	01/13/2014	Common Stock

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(right to buy - TU000209)				
Non-Qualified Stock Option (right to buy - DV001381)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy - TU000206)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy - DV001380)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy - DF902437)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy - DF902437)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy - T0000700)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy - DV001362)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy - TU000207)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy - DV001363)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy - DF004891)	\$ 25.6821	01/13/2007 ⁽¹⁾	01/13/2016	Common Stock
Non-Qualified Stock Option (right to buy -	\$ 25.6821	01/13/2007 ⁽¹⁾	01/13/2016	Common Stock

DV001365)

Non-Qualified Stock Option (right to buy - DF005347)	\$ 30.1121				02/12/2008 ⁽¹⁾	02/12/2017	Common Stock
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Non-Qualified Stock Option (right to buy - DV001367)	\$ 30.1121				02/12/2008 ⁽¹⁾	02/12/2017	Common Stock
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Non-Qualified Stock Option (right to buy)	\$ 25.37	01/15/2008	A	85,000	01/15/2009 ⁽¹⁾	01/15/2018	Common Stock
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOOLSBY MICHELLE P 2515 MCKINNEY AVENUE, SUITE 1200 DALLAS, TX 75201			Executive Vice President	

Signatures

Michelle P.
Goolsby

01/17/2008

**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 vest ratably in three equal increments commencing on the first anniversary of the grant date.

Remarks:

CONTINUATION OF FORM 4 PREVIOUSLY FILED ON THIS 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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