

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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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 *
SCALZO JOSEPH

(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)
President-White Wave Foods Co.

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/12/2008		M		5,878 A \$ 0	D	
Common Stock	02/12/2008		F		2,061 (1) D \$ 26.93	D	

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

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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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units (DU003833)	\$ 0	02/12/2008		M	4,000	02/12/2008 ⁽²⁾	02/12/2017	Common Stock
Restricted Stock Units(DV005220)	\$ 0	02/12/2008		M	1,878	02/12/2008 ⁽²⁾	02/12/2017	Common Stock
Restricted Stock Units	\$ 0					01/15/2009 ⁽²⁾	01/15/2018	Common Stock
Non-Qualified Stock Option (right to buy - DF003753)	\$ 25.8454					10/11/2006 ⁽³⁾	10/11/2015	Common Stock
Non-Qualified Stock Option (right to buy - DV003475)	\$ 25.8454					10/11/2006 ⁽³⁾	10/11/2015	Common Stock
Non-Qualified Stock Option (right to buy - DF005350)	\$ 30.1121					02/12/2008 ⁽⁴⁾	02/12/2017	Common Stock
Non-Qualified Stock Option (right to buy - DV003477)	\$ 30.1121					02/12/2008 ⁽⁴⁾	02/12/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 25.37					01/15/2009 ⁽⁴⁾	01/15/2018	Common Stock
Incentive Stock Option (right to buy -- DF005339)	\$ 30.1121					02/12/2008 ⁽⁴⁾	02/12/2017	Common Stock
Incentive Stock Option (right to buy - DV003476)	\$ 30.1121					02/12/2008 ⁽⁴⁾	02/12/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCALZO JOSEPH 2515 MCKINNEY AVENUE SUITE 1200 DALLAS,, TX 75201			President-White Wave Foods Co.	

Signatures

Joseph Scalzo 02/12/2008

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 reporting person was entitled to receive a total of 5,878 shares of common stock of the Issuer pursuant to the vesting provisions in the 2007 Award of Deferred Stock Units ("DSUs"). A total of 2,061 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 3,817 net shares of common stock.
 - (2) The reporting person has received an award of Restricted Stock Units ("RSUs") which is a right to receive shares of common stock of the 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 five-year period beginning on the first anniversary date of the grant.
 - (3) The options vest in three equal installments beginning on the first anniversary of the date of the grant and were issued without stockholder approval, as an "inducement grant", as such term is defined by the New York Stock Exchange.
 - (4) The shares of common stock subject to the Option shall vest ratably in three equal increments commencing on the first anniversary of the grant 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.