

DEAN FOODS CO  
Form 4  
January 03, 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 \*  
BERNON ALAN J

(Last) (First) (Middle)  
4301 BELCLAIRE AVENUE  
(Street)  
DALLAS, TX 75205  
(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/31/2007

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 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  | (D)  | Price                             |
| Common Stock                    | 12/31/2007                           |  | A                              |   | 715   | A  | \$ 0<br>(1)                       |
|                                 |                                      |  |                                |   | 1,215,581.1354  | D  |                                   |

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  
3. Transaction Date (Month/Day/Year)  
3A. Deemed Execution Date, if  
4. Transaction Number  
5. Expiration Date  
6. Date Exercisable and Expiration Date  
7. Title and Amount of Underlying Security

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| (Instr. 3)   | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of Derivative 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        | Am<br>Nur<br>Sha |
| Non-Qualified Stock Option (right to buy-T0000354) | \$ 11.6934                               |                      |                 |   |                  |                  | 01/14/2003 <sup>(2)</sup> | 01/14/2012      | Common Stock | 75               |
| Non-Qualified Stock Option (right to buy-DV000254) | \$ 11.6934                               |                      |                 |   |                  |                  | 01/14/2003 <sup>(2)</sup> | 01/14/2012      | Common Stock | 35               |
| Non-Qualified Stock Option (right to buy-T0000616) | \$ 11.6934                               |                      |                 |   |                  |                  | 01/14/2003 <sup>(2)</sup> | 01/14/2012      | Common Stock | 13               |
| Non-Qualified Stock Option (right to buy-DV000259) | \$ 11.6934                               |                      |                 |   |                  |                  | 01/14/2003 <sup>(2)</sup> | 01/14/2012      | Common Stock | 6                |
| Non-Qualified Stock Option (right to buy-T0000355) | \$ 11.6934                               |                      |                 |   |                  |                  | 01/14/2003 <sup>(2)</sup> | 01/14/2012      | Common Stock | 50               |
| Non-Qualified Stock Option (right to buy-DV000257) | \$ 11.6934                               |                      |                 |   |                  |                  | 01/14/2003 <sup>(2)</sup> | 01/14/2012      | Common Stock | 23               |
| Non-Qualified Stock Option (right to buy-T0000604) | \$ 11.6934                               |                      |                 |   |                  |                  | 01/14/2003 <sup>(2)</sup> | 01/14/2012      | Common Stock | 9                |
| Non-Qualified Stock Option (right to buy-DV000264) | \$ 11.6934                               |                      |                 |   |                  |                  | 01/14/2003 <sup>(2)</sup> | 01/14/2012      | Common Stock | 4                |
| Non-Qualified Stock Option (right to buy-DF002200) | \$ 14.2466                               |                      |                 |   |                  |                  | 01/06/2004 <sup>(2)</sup> | 01/06/2013      | Common Stock | 78               |

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|   |            |                           |            |                 |    |
|---|------------|---------------------------|------------|-----------------|----|
| Non-Qualified<br>Stock Option<br>(right to<br>buy-DV000256) | \$ 14.2466 | 01/06/2004 <sup>(2)</sup> | 01/06/2013 | Common<br>Stock | 36 |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-T0000606) | \$ 14.2466 | 01/06/2004 <sup>(2)</sup> | 01/06/2013 | Common<br>Stock | 14 |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-DV000260) | \$ 14.2466 | 01/06/2004 <sup>(2)</sup> | 01/06/2013 | Common<br>Stock | 6  |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-TU000143) | \$ 17.9107 | 01/13/2005 <sup>(2)</sup> | 01/13/2014 | Common<br>Stock | 1  |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-DV000261) | \$ 17.9107 | 01/13/2005 <sup>(2)</sup> | 01/13/2014 | Common<br>Stock | 5  |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-TU000144) | \$ 17.9107 | 01/13/2005 <sup>(2)</sup> | 01/13/2014 | Common<br>Stock | 1  |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-DV000262) | \$ 17.9107 | 01/13/2005 <sup>(2)</sup> | 01/13/2014 | Common<br>Stock |    |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-DF003299) | \$ 17.9107 | 01/13/2005 <sup>(2)</sup> | 01/13/2014 | Common<br>Stock | 36 |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-DV000253) | \$ 17.9107 | 01/13/2005 <sup>(2)</sup> | 01/13/2014 | Common<br>Stock | 17 |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-T0000769) | \$ 17.9107 | 01/13/2005 <sup>(2)</sup> | 01/13/2014 | Common<br>Stock | 6  |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-DV000258) | \$ 17.9107 | 01/13/2005 <sup>(2)</sup> | 01/13/2014 | Common<br>Stock | 3  |
|   | \$ 25.6821 | 01/31/2007 <sup>(2)</sup> | 01/13/2016 |                 | 27 |

|  |            |                           |            |  |              |    |
|--|------------|---------------------------|------------|--|--------------|----|
| Non-Qualified Stock Option (right to buy-DF004888) |            |                           |            |  | Common Stock |    |
| Non-Qualified Stock Option (right to buy-DV000251) | \$ 25.6821 | 01/13/2007 <sup>(2)</sup> | 01/13/2016 |  | Common Stock | 12 |
| Non-Qualified Stock Option (right to buy-NQ004887) | \$ 25.6821 | 01/13/2007 <sup>(2)</sup> | 01/13/2016 |  | Common Stock | 2  |
| Non-Qualified Stock Option (right to buy-NQ004462) | \$ 25.6821 | 01/13/2007 <sup>(2)</sup> | 01/13/2016 |  | Common Stock | 1  |
| Non-Qualified Stock Option (right to buy-DF005345) | \$ 30.1121 | 02/12/2008 <sup>(2)</sup> | 02/12/2017 |  | Common Stock | 47 |
| Non-Qualified Stock Option (right to buy-DV000250) | \$ 30.1121 | 02/12/2008 <sup>(2)</sup> | 02/12/2017 |  | Common Stock | 22 |
| Non-Qualified Stock Option (right to buy-NQ005340) | \$ 30.1121 | 02/12/2008 <sup>(2)</sup> | 02/12/2017 |  | Common Stock | 2  |
| Non-Qualified Stock Option (right to buy-NQ000263) | \$ 30.1121 | 02/12/2008 <sup>(2)</sup> | 02/12/2017 |  | Common Stock | 1  |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| BERNON ALAN J<br>4301 BELCLAIRE AVENUE<br>DALLAS, TX 75205 | X             |           |         |       |

## Signatures

Alan J. Bernon 01/03/2008

\*\*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).

- These are restricted shares issued under the Dean Foods Company 2007 Stock Incentive Plan in payment of fees owed for services as an
- (1) outside director. All such shares are subject to vesting in three increments, with the first vesting occurring as of the date the shares were issued.
  - (2) The shares of common stock subject to the Option became fully vested on September 28, 2007, pursuant to a separation agreement between Mr. Bernon and the Issuer.

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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