

Fehr Richard
Form 4
January 20, 2009

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 *
Fehr Richard

(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)

01/15/2009

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)

Senior Vice President / Business Optimization, DSD Grp

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 Security	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction Number	5. Number	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 or Nur of S
Non-Qualified Stock Option (right to buy-DF002204)	\$ 14.2466					01/06/2004 ⁽¹⁾	01/06/2013	Common Stock	70
Incentive Stock Option (right to buy-DF002203)	\$ 14.2466					01/06/2004 ⁽¹⁾	01/06/2013	Common Stock	4,
Non-Qualified Stock Option (right to buy-T0000605)	\$ 14.2466					01/06/2004 ⁽¹⁾	01/06/2013	Common Stock	13
Incentive Stock Option (right to buy-T0001049)	\$ 14.2466					01/06/2004 ⁽¹⁾	01/06/2013	Common Stock	7
Non-Qualified Stock Option (right to buy-DV001088)	\$ 14.2466					01/06/2004 ⁽¹⁾	01/06/2013	Common Stock	33
Incentive Stock Option (right to buy-DV001091)	\$ 14.2466					01/06/2004 ⁽¹⁾	01/06/2013	Common Stock	1,
Non-Qualified Stock Option (right to buy-DV001085)	\$ 14.2466					01/06/2004 ⁽¹⁾	01/06/2013	Common Stock	6,
Incentive Stock Option (right to buy-DV001071)	\$ 14.2466					01/06/2004 ⁽¹⁾	01/06/2013	Common Stock	3
Non-Qualified Stock Option (right to buy-DF003305)	\$ 17.9107					01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	46
Incentive Stock Option (right to	\$ 17.9107					01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	1,

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buy-DF003304)					
Non-Qualified Stock Option (right to buy-TU000185)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	1,
Incentive Stock Option (right to buy-T0000697)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	8,
Incentive Stock Option (right to buy-T0001770)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	3
Non-Qualified Stock Option (right to buy-TU000186)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	1
Non-Qualified Stock Option (right to buy-DV001066)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	21.
Non-Qualified Stock Option (right to buy-DF001054)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	4,
Non-Qualified Stock Option (right to buy-DV001057)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	9
Incentive Stock Option (right to buy-DV001065)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	5
Incentive Stock Option (right to buy-DV001078)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	1
Non-Qualified Stock Option (right to buy-DV001058)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	9
Non-Qualified Stock Option (right to buy-DF902241)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	24.
Incentive Stock Option (right to buy-DF902240)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	5,

Non-Qualified Stock Option (right to buy-T0000806)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	4,
Incentive Stock Option (right to buy-T0001367)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	6
Non-Qualified Stock Option (right to buy-TU000187)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	3
Non-Qualified StockOption (right to buy-DV001069)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	11
Incentive Stock Option (right to buy-DV001068)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	2,
Non-Qualified Stock Option (right to buy-DV001055)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	2,
Incentive Stock Option (right to buy-DV001070)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	3
Non-Qualified Stock Option (right to buy-DV001059)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fehr Richard 2515 MCKINNEY AVENUE, SUITE 1200 DALLAS, TX 75201			Senior Vice President	Business Optimization, DSD Grp

Signatures

Angela B. Miro,
Attorney-in-Fact

01/20/2009

__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:

SECOND OF THREE (3) FORM 4s 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. 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.