

DEAN FOODS CO
Form 4
November 05, 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 *
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)
11/01/2007

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)
Exec VP, Chief Admin Officer, / General Counsel and Secretary

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	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Securities
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Security (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	Amount Number Shares
Non-Qualified Stock Option (right to buy - DF001537)	\$ 11.6934						01/14/2003 ⁽¹⁾	01/14/2012	Common Stock	115,000
Non-Qualified Stock Option (right to buy - DV001374)	\$ 11.6934						01/14/2003 ⁽¹⁾	01/14/2012	Common Stock	54,000
Non-Qualified Stock Option (right to buy - T0000625)	\$ 11.6934						01/14/2003 ⁽¹⁾	01/14/2012	Common Stock	21,200
Non-Qualified Stock Option (right to buy - DV001374)	\$ 11.6934						01/14/2003 ⁽¹⁾	01/14/2012	Common Stock	9,900
Non-Qualified Stock Option (right to buy - DF001337)	\$ 11.6934						01/14/2003 ⁽¹⁾	01/14/2012	Common Stock	75,000
Non-Qualified Stock Option (right to buy - DV001375)	\$ 11.6934						01/14/2003 ⁽¹⁾	01/14/2012	Common Stock	35,200
Non-Qualified Stock Option (right to buy - T0000615)	\$ 11.6934						01/14/2003 ⁽¹⁾	01/14/2012	Common Stock	13,800
Non-Qualified Stock Option (right to buy - T0000615)	\$ 11.6934						01/14/2003 ⁽¹⁾	01/14/2012	Common Stock	6,400
Non-Qualified Stock Option (right to buy - DF002194)	\$ 14.2466						01/06/2004 ⁽¹⁾	01/06/2013	Common Stock	90,400

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Non-Qualified Stock Option (right to buy - DV001373)	\$ 14.2466	01/06/2004 ⁽¹⁾	01/06/2013	Common Stock	42,4
Non-Qualified Stock Option (right to buy - T0000610)	\$ 14.2466	01/06/2004 ⁽¹⁾	01/06/2013	Common Stock	16,6
Non-Qualified Stock Option (right to buy - DV001360)	\$ 14.2466	01/06/2004 ⁽¹⁾	01/06/2013	Common Stock	7,8
Non-Qualified Stock Option (right to buy - DF003309)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	56,7
Non-Qualified Stock Option (right to buy - DV001377)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	26,6
Non-Qualified Stock Option (right to buy - T0000708)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	10,4
Non-Qualified Stock Option (right to buy - DV001382)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	4,9
Non-Qualified Stock Option (right to buy - TU000209)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	39
Non-Qualified Stock Option (right to buy - DV001381)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	18
Non-Qualified Stock Option (right to buy - TU000206)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	2,1
Non-Qualified Stock Option (right to buy - DV001380)	\$ 17.9107	01/13/2005 ⁽¹⁾	01/13/2014	Common Stock	1,0
	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015		50,7

Non-Qualified Stock Option (right to buy - DF902437)				Common Stock	
Non-Qualified Stock Option (right to buy - DF902437)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	23,8
Non-Qualified Stock Option (right to buy - T0000700)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	9,3
Non-Qualified Stock Option (right to buy - DV001362)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	4,3
Non-Qualified Stock Option (right to buy - TU000207)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	32
Non-Qualified Stock Option (right to buy - DV001363)	\$ 18.3014	01/07/2006 ⁽¹⁾	01/07/2015	Common Stock	15
Non-Qualified Stock Option (right to buy - DF004891)	\$ 25.6821	01/13/2007 ⁽¹⁾	01/13/2016	Common Stock	83,3
Non-Qualified Stock Option (right to buy - DV001365)	\$ 25.6821	01/13/2007 ⁽¹⁾	01/13/2016	Common Stock	39,1
Non-Qualified Stock Option (right to buy - DF005347)	\$ 30.1121	02/12/2008 ⁽¹⁾	02/12/2017	Common Stock	42,7
Non-Qualified Stock Option (right to buy - DV001367)	\$ 30.1121	02/12/2008 ⁽¹⁾	02/12/2017	Common Stock	20,0

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

Officer

Other

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10%
Owner

GOOLSBY MICHELLE P
2515 MCKINNEY AVENUE, SUITE
1200
DALLAS, TX 75201

Exec VP, Chief Admin
Officer,

General Counsel and
Secretary

Signatures

Michelle P.
Goolsby

11/05/2007

**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).

A Stock Unit, which is issued under the Company's 1989 Stock Awards Plan, is a right to receive one share of common stock of the
- (1) Issuer in the future, subject to the terms and conditions of the award agreement. The units vest annually, on a prorata basis, over a five-year period beginning on the first anniversary date of grant, subject to certain accelerated vesting provisions.

Remarks:

CONTINUATION OF FORM 4 PREVIOUSLY FILED ON THIS DATE -- NO TRANSACTIONS ARE BEING REPORTED

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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