

Kemps Steven J
 Form 4
 August 28, 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 *
Kemps Steven J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2515 MCKINNEY AVENUE, SUITE 1200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/26/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, General Counsel and

DALLAS, TX 75201
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					3,205	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)

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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
Non-Qualified Stock Option (right to buy-DF005283)	\$ 25.3895					03/07/2007 ⁽¹⁾	03/07/2016	Common Stock
Non-Qualified Stock Option (right to buy-DV002130)	\$ 28.3895					03/07/2007 ⁽¹⁾	03/07/2016	Common Stock
Non-Qualified Stock Option (right to buy-DF005949)	\$ 30.1121					02/12/2008 ⁽¹⁾	02/12/2017	Common Stock
Non-Qualified Stock Option (right to buy-DV002131)	\$ 30.1121					02/12/2008 ⁽¹⁾	02/12/2017	Common Stock
Non-Qualified Stock Option (right to buy-DF006434)	\$ 25.37					01/15/2009 ⁽¹⁾	01/15/2018	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 24.98	08/26/2008		A	18,000	08/26/2009 ⁽¹⁾	08/26/2018	Common Stock
Incentive Stock Option (right to buy-DF005359)	\$ 30.1121					02/12/2008 ⁽¹⁾	02/12/2017	Common Stock
Incentive Stock Option (right to buy-DV002132)	\$ 30.1121					02/12/2008 ⁽¹⁾	02/12/2017	Common Stock
Restricted Stock Units (DU003809)	\$ 0					03/07/2007 ⁽²⁾	03/07/2016	Common Stock
Restricted Stock Units (DV005421)	\$ 0					03/07/2007 ⁽²⁾	03/07/2016	Common Stock

Restricted Stock Units (DU003844)	\$ 0					02/12/2008 ⁽²⁾	02/12/2017	Common Stock
Restricted Stock Units (DV005231)	\$ 0					02/12/2008 ⁽²⁾	02/12/2017	Common Stock
Restricted Stock Units (DU004313)	\$ 0					01/15/2009 ⁽²⁾	01/15/2018	Common Stock
Restricted Stock Units	\$ 0	08/26/2008		A	6,000	08/26/2009 ⁽²⁾	08/26/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kemps Steven J 2515 MCKINNEY AVENUE SUITE 1200 DALLAS, TX 75201			EVP, General Counsel and	

Signatures

Katherine K. Connell, Attorney
In Fact

08/28/2008

**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.
- The reporting person has received an award of Restricted Stock Units ("RSUs"), which is a right to receive shares of common stock of the
- (2) 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 of the date of grant.

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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