

DEAN FOODS CO
Form 4
November 16, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
11/15/2007

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)
				(A) or (D)	Price		
				Code	V	Amount	(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 (Instr. 3)	2. Conversion or Exercise Price of	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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Derivative Security	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A	N	S
Non-Qualified Stock Option (right to buy-NQ004566)		M			151	01/10/2006 ⁽¹⁾	01/10/2015	Common Stock			
Non-Qualified Stock Option (right to buy-DF004888)	\$ 18.3014					01/13/2007 ⁽¹⁾	01/13/2016	Common Stock		2	
Non-Qualified Stock Option (right to buy-DV000251)	\$ 25.6821					01/13/2007 ⁽¹⁾	01/13/2016	Common Stock			1
Non-Qualified Stock Option (right to buy-NQ004887)	\$ 25.6821					01/13/2007 ⁽¹⁾	01/13/2016	Common Stock			
Non-Qualified Stock Option (right to buy-NQ004462)	\$ 25.6821					01/13/2007 ⁽¹⁾	01/13/2016	Common Stock			
Non-Qualified Stock Option (right to buy-DF005345)	\$ 30.1121					02/12/2008 ⁽¹⁾	02/12/2017	Common Stock		4	
Non-Qualified Stock Option (right to buy-DV000250)	\$ 30.1121					02/12/2008 ⁽¹⁾	01/12/2017	Common Stock			2
Non-Qualified Stock Option (right to buy-NQ005340)	\$ 30.1121					02/12/2008 ⁽¹⁾	02/12/2017	Common Stock			
Non-Qualified Stock Option (right to buy-NQ000263)	\$ 30.1121					02/12/2008 ⁽¹⁾	02/12/2017	Common Stock			

Reporting Owners

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

Signatures

Alan J. Bernon 11/16/2007

__Signature of Date
Reporting Person

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) Converted to Non-Qualified Stock Option from Incentive Stock Option because of accelerated vesting on September 28, 2007.

Remarks:

SECOND OF TWO (2) FORM 4s FILED ON 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.