

Fehr Richard
Form 4
January 20, 2009

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
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2005
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(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
____X____ Officer (give title below) ____X____ Other (specify below)

Senior Vice President / Business
Optimization, DSD Grp

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| | | | Code | V | Amount | (D) | Price |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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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 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 Nun 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, |

| | | | | | | |
|---|------------|---------------------------|------------|-----------------|-----|--|
| 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.
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