DEAN FOODS CO Form 4 January 17, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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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

may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **GOOLSBY MICHELLE P**

2. Issuer Name and Ticker or Trading

Issuer

5. Relationship of Reporting Person(s) to

Symbol

(First) (Middle)

DEAN FOODS CO [DF] 3. Date of Earliest Transaction

(Check all applicable)

2515 MCKINNEY AVENUE,

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

01/15/2008

below) **Executive Vice President**

SUITE 1200

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

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

DALLAS, TX 75201

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Ownership (Instr. 4)

(Instr. 8)

Following Reported (A) Transaction(s)

(Instr. 3 and 4)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Ar 4. Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Underlying Se Securities Security or Exercise Code (Month/Day/Year) (Instr. 3 and 4) any

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy - DV001361)	\$ 11.6934				01/14/2003(1)	01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy - DF002194)	\$ 14.2466				01/06/2004(1)	01/06/2013	Common Stock
Non-Qualified Stock Option (right to buy - DV001373)	\$ 14.2466				01/06/2004(1)	01/06/2013	Common Stock
Non-Qualified Stock Option (right to buy - T0000610)	\$ 14.2466				01/06/2004(1)	01/06/2013	Common Stock
Non-Qualified Stock Option (right to buy - DV001360)	\$ 14.2466				01/06/2004(1)	01/06/2013	Common Stock
Non-Qualified Stock Option (right to buy - DF003309)	\$ 17.9107				01/13/2005(1)	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy - DV001377)	\$ 17.9107				01/13/2005(1)	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy - T0000708)	\$ 17.9107				01/13/2005(1)	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy - DV001382)	\$ 17.9107				01/13/2005(1)	01/13/2014	Common Stock
Non-Qualified Stock Option	\$ 17.9107				01/13/2005(1)	01/13/2014	Common Stock

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(right to buy - TU000209)				
Non-Qualified Stock Option (right to buy - DV001381)	\$ 17.9107	01/13/2005(1)	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy - TU000206)	\$ 17.9107	01/13/2005(1)	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy - DV001380)	\$ 17.9107	01/13/2005(1)	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy - DF902437)	\$ 18.3014	01/07/2006(1)	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy - DF902437)	\$ 18.3014	01/07/2006(1)	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy - T0000700)	\$ 18.3014	01/07/2006(1)	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy - DV001362)	\$ 18.3014	01/07/2006(1)	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy - TU000207)	\$ 18.3014	01/07/2006(1)	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy - DV001363)	\$ 18.3014	01/07/2006(1)	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy - DF004891)	\$ 25.6821	01/13/2007(1)	01/13/2016	Common Stock
Non-Qualified Stock Option (right to buy -	\$ 25.6821	01/13/2007(1)	01/13/2016	Common Stock

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DV001	365)
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Non-Qualified Stock Option (right to buy - DF005347)	\$ 30.1121				02/12/2008(1)	02/12/2017	Common Stock
Non-Qualified Stock Option (right to buy - DV001367)	\$ 30.1121				02/12/2008(1)	02/12/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 25.37	01/15/2008	A	85,000	01/15/2009(1)	01/15/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
GOOLSBY MICHELLE P 2515 MCKINNEY AVENUE, SUITE 1200 DALLAS, TX 75201			Executive Vice President			

Signatures

Michelle P.
Goolsby

**Signature of Reporting Person

O1/17/2008

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:

CONTINUATION OF FORM 4 PREVIOUSLY FILED ON THIS 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.

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