

DEAN FOODS CO  
Form 4  
July 02, 2008

**FORM 4**

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

OMB APPROVAL

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**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 \*  
GREEN STEPHEN L

(Last) (First) (Middle)  
105 ROWAYTON AVENUE  
(Street)

ROWAYTON, CT 06853

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/29/2008

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	06/29/2008		M		850 <sup>(1)</sup> A \$ 0 119,123 <sup>(2)</sup>	D	
Common Stock	06/30/2008		A		1,835 <sup>(3)</sup> A \$ 0 120,958 <sup>(2)</sup>	D	
Common Stock	06/30/2008		M		850 <sup>(4)</sup> A \$ 0 121,808 <sup>(2)</sup>	D	
Common Stock	06/30/2008		M		399 <sup>(4)</sup> A \$ 0 122,207 <sup>(2)</sup>	D	
Common Stock	06/30/2008		M		850 <sup>(5)</sup> A \$ 0 123,057 <sup>(2)</sup>	D	
	06/30/2008		M		399 <sup>(5)</sup> A \$ 0 123,456 <sup>(2)</sup>	D	

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Common  
Stock

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

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(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 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 Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy SI001316)	\$ 8.0206					06/30/1999 <sup>(6)</sup> 06/30/2009	Common Stock 2
Non-Qualified Stock Option (right to buy DV001426)	\$ 8.0206					06/30/1999 <sup>(6)</sup> 06/30/2009	Common Stock 1
Non-Qualified Stock Option (right to buy T0000632)	\$ 8.0206					06/30/1999 <sup>(6)</sup> 06/30/2009	Common Stock 4
Non-Qualified Stock Option (right to buy DV001443)	\$ 8.0206					06/30/1999 <sup>(6)</sup> 06/30/2009	Common Stock 1
Non-Qualified Stock Option (right to buy SI001801)	\$ 9.3614					06/30/2000 <sup>(6)</sup> 06/30/2010	Common Stock 2
Non-Qualified Stock Option (right to buy DV001436)	\$ 9.3614					06/30/2000 <sup>(6)</sup> 06/30/2010	Common Stock 1

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Non-Qualified Stock Option (right to buy T0000636)	\$ 9.3614	06/30/2000 <sup>(6)</sup>	06/30/2010	Common Stock	4
Non-Qualified Stock Option (right to buy DV001431)	\$ 9.3614	06/30/2000 <sup>(6)</sup>	06/30/2010	Common Stock	1
Non-Qualified Stock Option (right to buy SF002503)	\$ 10.1707	06/29/2001 <sup>(6)</sup>	06/29/2011	Common Stock	2
Non-Qualified Stock Option (right to buy DV001433)	\$ 10.1707	06/29/2001 <sup>(6)</sup>	06/29/2011	Common Stock	1
Non-Qualified Stock Option (right to buy T0000641)	\$ 10.1707	06/29/2001 <sup>(6)</sup>	06/29/2011	Common Stock	4
Non-Qualified Stock Option (right to buy DV001428)	\$ 10.1707	06/29/2001 <sup>(6)</sup>	06/29/2011	Common Stock	1
Non-Qualified Stock Option (right to buy DF002166)	\$ 14.2351	07/01/2002 <sup>(6)</sup>	07/01/2012	Common Stock	2
Non-Qualified Stock Option (right to buy DV001437)	\$ 14.2351	07/01/2002 <sup>(6)</sup>	07/01/2012	Common Stock	1
Non-Qualified Stock Option (right to buy T0000647)	\$ 14.2351	07/01/2002 <sup>(6)</sup>	07/01/2012	Common Stock	4
Non-Qualified Stock Option (right to buy DV001427)	\$ 14.2351	07/01/2002 <sup>(6)</sup>	07/01/2012	Common Stock	1
Non-Qualified Stock Option (right to buy DF002876)	\$ 18.1003	06/30/2003 <sup>(6)</sup>	06/30/2013	Common Stock	7
	\$ 18.1003	06/30/2003 <sup>(6)</sup>	06/30/2013		3

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Non-Qualified Stock Option (right to buy DV001438)				Common Stock
Non-Qualified Stock Option (right to buy T0000813)	\$ 18.1003		06/30/2003 <sup>(6)</sup> 06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy DV001439)	\$ 18.1003		06/30/2003 <sup>(6)</sup> 06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy DF003664)	\$ 21.4389		06/30/2004 <sup>(6)</sup> 06/30/2014	Common Stock
Non-Qualified Stock Option (right to buy DV001442)	\$ 21.4389		06/30/2004 <sup>(6)</sup> 06/30/2014	Common Stock
Non-Qualified Stock Option (right to buy T0000786)	\$ 21.4389		06/30/2004 <sup>(6)</sup> 06/30/2014	Common Stock
Non-Qualified Stock Option (right to buy DV001440)	\$ 21.4389		06/30/2004 <sup>(6)</sup> 06/30/2014	Common Stock
Non-Qualified Stock Option (right to buy DF905918)	\$ 23.9808		06/30/2005 <sup>(6)</sup> 06/30/2015	Common Stock
Non-Qualified Stock Option (right to buy DV001429)	\$ 23.9808		06/30/2005 <sup>(6)</sup> 06/30/2015	Common Stock
Non-Qualified Stock Option (right to buy DF005291)	\$ 25.3078		06/30/2006 <sup>(6)</sup> 06/30/2016	Common Stock
Non-Qualified Stock Option (right to buy DV001430)	\$ 25.3078		06/30/2006 <sup>(6)</sup> 06/30/2016	Common Stock
	\$ 31.87		06/29/2007 <sup>(6)</sup> 06/29/2017	

