

Kemps Steven J
Form 4
January 20, 2009

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 *
Kemps Steven J

(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) ___ Other (specify below)
EVP, General Counsel and

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 Ownership (Instr. 4)	
				(A) or (D)	Amount or Price			
Common Stock	01/15/2009		M	(A)	1,700 (1)	A	\$ 0 4,905	D
Common Stock	01/15/2009		F	(D)	556 (1)	D	\$ 18.17 4,349	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)

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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 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 Security (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 ⁽²⁾ 03/07/2016	Common Stock
Non-Qualified Stock Option (right to buy-DV002130)	\$ 28.3895					03/07/2007 ⁽²⁾ 03/07/2016	Common Stock
Non-Qualified Stock Option (right to buy-DF005949)	\$ 30.1121					02/12/2008 ⁽²⁾ 02/12/2017	Common Stock
Non-Qualified Stock Option (right to buy-DV002131)	\$ 30.1121					02/12/2008 ⁽²⁾ 02/12/2017	Common Stock
Non-Qualified Stock Option (right to buy-DF006434)	\$ 25.37					01/15/2009 ⁽²⁾ 01/15/2018	Common Stock
Non-Qualified Stock Option (right to buy-DF006501)	\$ 24.98					08/26/2009 ⁽²⁾ 08/26/2018	Common Stock
Incentive Stock Option (right to buy-DF005359)	\$ 30.1121					02/12/2008 ⁽²⁾ 02/12/2017	Common Stock
Incentive Stock Option (right to buy-DV002132)	\$ 30.1121					02/12/2008 ⁽²⁾ 02/12/2017	Common Stock
Restricted Stock Units	\$ 0					03/07/2007 ⁽³⁾ 03/07/2016	Common Stock

