

McCRUMMEN RONALD L  
Form 4  
January 20, 2009

**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

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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 \*  
McCRUMMEN RONALD L

(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)  
SVP & Chief Accounting Officer

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)
			Code	V	Amount or Price		
Common Stock	01/15/2009		M		1,400 (1)	A	\$ 0 (1) 13,858.281 D
Common Stock	01/15/2009		F		458 (1)	D	\$ 18.17 (1) 13,400.281 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
Restricted Stock Units (DU004312)	\$ 0	01/15/2009		M	1,400 (1)	01/15/2009 <sup>(2)</sup>	01/15/2018	Common Stock
Restricted Stock Units (DU003759)	\$ 0					01/13/2007 <sup>(3)</sup>	01/13/2016	Common Stock
Restricted Stock Units (DV005432)	\$ 0					01/13/2007 <sup>(3)</sup>	01/13/2016	Common Stock
Restricted Stock Units (DU003846)	\$ 0					02/12/2008 <sup>(3)</sup>	02/12/2017	Common Stock
Restricted Stock Units (DV005233)	\$ 0					02/12/2008 <sup>(3)</sup>	02/12/2017	Common Stock
Non-Qualified Stock Option (right to buy-DF003693)	\$ 16,9741					10/08/2005 <sup>(4)</sup>	10/08/2014	Common Stock
Non-Qualified Stock Option (right to buy-DV002701)	\$ 16,9741					10/08/2005 <sup>(4)</sup>	10/08/2014	Common Stock
Non-Qualified Stock Option (right to buy-T0003488)	\$ 16,9741					10/08/2005 <sup>(4)</sup>	10/08/2014	Common Stock
Non-Qualified Stock Option (right to buy-DV002706)	\$ 16,9741					10/08/2005 <sup>(4)</sup>	10/08/2014	Common Stock
	\$ 18,3014					01/07/2006 <sup>(4)</sup>	01/07/2015	

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Non-Qualified Stock Option (right to buy-DF902537)					Common Stock
Non-Qualified Stock Option (right to buy-DV002708)	\$ 18.3014		01/07/2006 <sup>(4)</sup>	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy-T0000891)	\$ 18.3014		01/07/2006 <sup>(4)</sup>	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy-DV002709)	\$ 18.3014		01/07/2006 <sup>(4)</sup>	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy-TU000301)	\$ 18.3014		01/07/2006 <sup>(4)</sup>	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy-DV002703)	\$ 18.3014		01/07/2006 <sup>(4)</sup>	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy-DF004939)	\$ 25.6821		01/13/2007 <sup>(4)</sup>	01/13/2016	Common Stock
Non-Qualified Stock Option (right to buy-DV002711)	\$ 25.6821		01/13/2007 <sup>(4)</sup>	01/13/2016	Common Stock
Non-Qualified Stock Option (right to buy-DF005349)	\$ 30.1121		02/12/2008 <sup>(4)</sup>	02/12/2017	Common Stock
Non-Qualified Stock Option (right to buy-DV002702)	\$ 30.1121		02/12/2008 <sup>(4)</sup>	02/12/2017	Common Stock
Non-Qualified Stock Option (right to buy-DF006433)	\$ 25.37		02/12/2008 <sup>(4)</sup>	02/12/2017	Common Stock
	\$ 16.9741		10/08/2005 <sup>(4)</sup>	10/08/2014	

