

DEAN FOODS CO

Form 4

January 04, 2007

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TURNER JIM L

(Last) (First) (Middle)

**JLT BEVERAGES L.P., 5950
SHERRY LANE STE 370**

(Street)

DALLAS, TX 75225

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/29/2006

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/29/2006		A	790 (1) A	\$ 0 (1) 177,443	D	
Common Stock					13,717	I	The Jim L. Turner 2004 Annuity Trust
Common Stock					13,717	I	The Julie Carolyn Turner 2004 Annuity

Trust

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

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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 (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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Option (right to buy-SI900791)	\$ 7.6165					06/10/1997 ⁽²⁾ 06/10/2007	Common Stock 19,
Non-Qualified Stock Option (right to buy-T0000710)	\$ 7.6165					06/27/2005 ⁽²⁾ 06/10/2007	Common Stock 3,5
Non-Qualified Stock Option (right to buy-SI800791)	\$ 7.6165					06/10/1997 ⁽²⁾ 06/10/2007	Common Stock 19,
Non-Qualified Stock Option (right to buy-T0000709)	\$ 7.6165					06/27/2005 ⁽²⁾ 06/10/2007	Common Stock 3,5
Non-Qualified Stock Option	\$ 16.5024					06/30/1998 ⁽³⁾ 06/30/2008	Common Stock 11,2

(right to
buy-SI900786)

Non-Qualified Stock Option (right to buy-T0000752)	\$ 16.5024	06/27/2005 ⁽³⁾	06/30/2008	Common Stock	2,0
Non-Qualified Stock Option (right to buy-SI800786)	\$ 16.5024	06/30/1998 ⁽³⁾	06/30/2008	Common Stock	11,2
Non-Qualified Stock Option (right to buy-T0000751)	\$ 16.5024	06/27/2005 ⁽³⁾	06/30/2008	Common Stock	2,0
Non-Qualified Stock Option (right to buy-SI901312)	\$ 11.7864	06/30/1999 ⁽³⁾	06/30/2009	Common Stock	53
Non-Qualified Stock Option (right to buy-SI701312)	\$ 11.7864	06/30/1999 ⁽³⁾	06/30/2009	Common Stock	10,7
Non-Qualified Stock Option (right to buy-T0700754)	\$ 11.7864	06/27/2005 ⁽³⁾	06/30/2009	Common Stock	2,0
Non-Qualified Stock Option (right to buy-SI801312)	\$ 11.7864	06/30/1999 ⁽³⁾	06/30/2009	Common Stock	53
Non-Qualified Stock Option (right to buy-SI601312)	\$ 11.7864	06/30/1999 ⁽³⁾	06/30/2009	Common Stock	10,7
Non-Qualified Stock Option (right to buy-T0600753)	\$ 11.7864	06/27/2005 ⁽³⁾	06/30/2009	Common Stock	2,0
	\$ 13.7567	06/30/2000 ⁽³⁾	06/30/2010		11,2

Non-Qualified Stock Option (right to buy-SI701806)				Common Stock	
Non-Qualified Stock Option (right to buy-T0700756)	\$ 13.7567	06/27/2005 ⁽³⁾	06/30/2010	Common Stock	2,0
Non-Qualified Stock Option (right to buy-SI601806)	\$ 13.7567	06/30/2000 ⁽³⁾	06/30/2010	Common Stock	11,2
Non-Qualified Stock Option (right to buy-T0600755)	\$ 13.7567	06/27/2005 ⁽³⁾	06/30/2010	Common Stock	2,0
Non-Qualified Stock Option (right to buy-SF702508)	\$ 14.9459	06/29/2001 ⁽³⁾	06/29/2011	Common Stock	7,3
Non-Qualified Stock Option (right to buy-SF502508)	\$ 14.9459	06/29/2001 ⁽³⁾	06/29/2011	Common Stock	3,8
Non-Qualified Stock Option (right to buy-T0700758)	\$ 14.9459	06/27/2005 ⁽³⁾	06/29/2011	Common Stock	1,3
Non-Qualified Stock Option (right to buy-T0500758)	\$ 14.9459	06/27/2005 ⁽³⁾	06/29/2011	Common Stock	71
Non-Qualified Stock Option (right to buy-SF602508)	\$ 14.9459	06/29/2001 ⁽³⁾	06/29/2011	Common Stock	7,3
Non-Qualified Stock Option (right to buy-SF402508)	\$ 14.9459	06/29/2001 ⁽³⁾	06/29/2011	Common Stock	3,8
Non-Qualified Stock Option (right to buy-T0600757)	\$ 14.9459	06/27/2005 ⁽³⁾	06/29/2011	Common Stock	1,3
	\$ 14.9459	06/27/2005 ⁽³⁾	06/29/2011		71

Non-Qualified
Stock Option
(right to
buy-T0400757)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
TURNER JIM L JLT BEVERAGES L.P. 5950 SHERRY LANE STE 370 DALLAS, TX 75225	X

Signatures

Jim L. Turner 01/04/2007

__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).
- These are restricted shares issued under Dean's 1997 Stock Option and Restricted Stock Plan in payment of fees owed for services as an
- (1) independent director. All such shares are subject to vesting in three increments, with the first vesting occurring as of the date the shares were issued.
 - (2) The options were granted under a plan assumed with an acquisition and were fully vested and exercisable on the date of the acquisition.
 - (3) The options were automatically granted under the Issuer's 1997 Amended and Restated Stock Option and Restricted Stock Plan, and are fully vested and immediately exercisable upon grant.

Remarks:

TO BE CONTINUED ON SECOND FORM 4 FILING.

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