

DEAN FOODS CO  
Form 4  
May 08, 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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BERNON ALAN 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)  
05/04/2007

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)

President - Dean Dairy Group

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|---|---|---|
| Common<br>Stock                       | 03/26/2007                              |   | G                                    | V 75,000 D  | \$ 0 837,899.1354   | D   |   |
| Common<br>Stock                       | 05/04/2007                              |   | P                                    | 2,700 A   | \$ 32.94 840,599.1354   | D   |   |
| Common<br>Stock                       | 05/04/2007                              |   | P                                    | 5,300 A   | \$ 32.95 845,899.1354   | D   |   |
| Common<br>Stock                       | 05/04/2007                              |   | P                                    | 200 A   | \$ 32.97 846,099.1354   | D   |   |
| Common<br>Stock                       | 05/04/2007                              |   | P                                    | 200 A   | \$ 32.98 846,299.1354   | D   |   |
|                                       | 05/04/2007                              |   | P                                    | 8,600 A   | \$ 33 854,899.1354  | D   |   |

Edgar Filing: DEAN FOODS CO - Form 4

Common  
Stock

|                 |            |   |        |   |             |              |   |
|-----------------|------------|---|--------|---|-------------|--------------|---|
| Common<br>Stock | 05/04/2007 | P | 800    | A | \$<br>33.01 | 855,699.1354 | D |
| Common<br>Stock | 05/04/2007 | P | 1,700  | A | \$<br>33.02 | 857,399.1354 | D |
| Common<br>Stock | 05/04/2007 | P | 100    | A | \$<br>33.03 | 857,499.1354 | D |
| Common<br>Stock | 05/04/2007 | P | 2,200  | A | \$<br>33.04 | 859,699.1354 | D |
| Common<br>Stock | 05/04/2007 | P | 16,300 | A | \$<br>33.05 | 875,999.1354 | D |
| Common<br>Stock | 05/04/2007 | P | 700    | A | \$<br>33.07 | 876,699.1354 | D |
| Common<br>Stock | 05/04/2007 | P | 100    | A | \$<br>33.08 | 876,799.1354 | D |
| Common<br>Stock | 05/04/2007 | P | 4,100  | A | \$<br>33.09 | 880,899.1354 | D |
| Common<br>Stock | 05/04/2007 | P | 21,600 | A | \$ 33.1     | 902,499.1354 | D |
| Common<br>Stock | 05/04/2007 | P | 400    | A | \$<br>33.11 | 902,899.1354 | D |
| Common<br>Stock | 05/04/2007 | P | 15,000 | A | \$<br>33.13 | 917,899.1354 | D |
| Common<br>Stock | 05/04/2007 | P | 10,000 | A | \$<br>33.15 | 927,899.1354 | D |
| Common<br>Stock | 05/04/2007 | P | 2,000  | A | \$<br>33.17 | 929,899.1354 | D |
| Common<br>Stock | 05/04/2007 | P | 1,200  | A | \$<br>33.18 | 931,099.1354 | D |
| Common<br>Stock | 05/04/2007 | P | 6,800  | A | \$ 33.2     | 937,899.1354 | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

Edgar Filing: DEAN FOODS CO - Form 4

| 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 Amount or Number of S                                 |
| Non-Qualified Stock Option (right to buy-T0000354) | \$ 11.6934<br>(2)                                      |                                      |  |                                |   | 01/14/2003(1) 01/14/2012                                 | Common Stock 75   |
| Non-Qualified Stock Option (right to buy-DV000254) | \$ 11.6934<br>(2)                                      |                                      |  |                                |   | 01/14/2003(1) 01/14/2012                                 | Common Stock 35   |
| Non-Qualified Stock Option (right to buy-T0000616) | \$ 11.6934<br>(2)                                      |                                      |  |                                |   | 01/14/2003(1) 01/14/2012                                 | Common Stock 13   |
| Non-Qualified Stock Option (right to buy-DV000259) | \$ 11.6934<br>(2)                                      |                                      |  |                                |   | 01/14/2003(1) 01/14/2012                                 | Common Stock 6  |
| Non-Qualified Stock Option (right to buy-T0000355) | \$ 11.6934<br>(2)                                      |                                      |  |                                |   | 01/14/2003(1) 01/14/2012                                 | Common Stock 50   |
| Non-Qualified Stock Option (right to buy-DV000257) | \$ 11.6934<br>(2)                                      |                                      |  |                                |   | 01/14/2003(1) 01/14/2012                                 | Common Stock 23   |
| Non-Qualified Stock Option (right to buy-T0000604) | \$ 11.6934<br>(2)                                      |                                      |  |                                |   | 01/14/2003(1) 01/14/2012                                 | Common Stock 9  |
| Non-Qualified Stock Option (right to buy-DV000264) | \$ 11.6934<br>(2)                                      |                                      |  |                                |   | 01/14/2003(1) 01/14/2012                                 | Common Stock 4  |
|  |  |                                      |  |                                |   | 01/06/2004(1) 01/06/2013                                 | 78  |

Edgar Filing: DEAN FOODS CO - Form 4

|   |                          |                           |            |  |                 |          |
|---|--------------------------|---------------------------|------------|--|-----------------|----------|
| Non-Qualified<br>Stock Option<br>(right to<br>buy-DF002200) | \$ 14.2466<br><u>(2)</u> |                           |            |  | Common<br>Stock |          |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-DV000256) | \$ 14.2466<br><u>(2)</u> | 01/06/2004 <sup>(1)</sup> | 01/06/2013 |  | Common<br>Stock | 36,<br>9 |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-T0000606) | \$ 14.2466<br><u>(2)</u> | 01/06/2004 <sup>(1)</sup> | 01/06/2013 |  | Common<br>Stock | 14,<br>9 |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-DV000260) | \$ 14.2466<br><u>(2)</u> | 01/06/2004 <sup>(1)</sup> | 01/06/2013 |  | Common<br>Stock | 6,<br>9  |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-TU000143) | \$ 17.9107<br><u>(2)</u> | 01/13/2005 <sup>(1)</sup> | 01/13/2014 |  | Common<br>Stock | 1,<br>9  |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-DV000261) | \$ 17.9107<br><u>(2)</u> | 01/13/2005 <sup>(1)</sup> | 01/13/2014 |  | Common<br>Stock | 50,<br>9 |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-TU000144) | \$ 17.9107<br><u>(2)</u> | 01/13/2005 <sup>(1)</sup> | 01/13/2014 |  | Common<br>Stock | 1,<br>9  |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-DV000262) | \$ 17.9107<br><u>(2)</u> | 01/13/2005 <sup>(1)</sup> | 01/13/2014 |  | Common<br>Stock | 92,<br>9 |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-DF003299) | \$ 17.9107<br><u>(2)</u> | 01/13/2005 <sup>(1)</sup> | 01/13/2014 |  | Common<br>Stock | 36,<br>9 |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-DV000253) | \$ 17.9107<br><u>(2)</u> | 01/13/2005 <sup>(1)</sup> | 01/13/2014 |  | Common<br>Stock | 17,<br>9 |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-T0000769) | \$ 17.9107<br><u>(2)</u> | 01/13/2005 <sup>(1)</sup> | 01/13/2014 |  | Common<br>Stock | 6,<br>9  |
|   |                          | 01/13/2005 <sup>(1)</sup> | 01/13/2014 |  |                 |          |

|   |                          |                           |            |  |                 |          |
|---|--------------------------|---------------------------|------------|--|-----------------|----------|
| Non-Qualified<br>Stock Option<br>(right to<br>buy-DV000258) | \$ 17.9107<br><u>(2)</u> |                           |            |  | Common<br>Stock | 3,<br>9  |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-DF902107) | \$ 18.3014<br><u>(2)</u> | 01/10/2006 <sup>(1)</sup> | 01/10/2015 |  | Common<br>Stock | 23       |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-DV000249) | \$ 18.3014<br><u>(2)</u> | 01/10/2006 <sup>(1)</sup> | 01/10/2015 |  | Common<br>Stock | 10,<br>9 |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-TU000145) | \$ 18.3014<br><u>(2)</u> | 01/10/2006 <sup>(1)</sup> | 01/10/2015 |  | Common<br>Stock | 3        |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-DV000252) | \$ 18.3014<br><u>(2)</u> | 01/10/2006 <sup>(1)</sup> | 01/10/2015 |  | Common<br>Stock | 15       |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-T0000797) | \$ 18.3014<br><u>(2)</u> | 01/10/2006 <sup>(1)</sup> | 01/10/2015 |  | Common<br>Stock | 4,       |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-DV000255) | \$ 18.3014<br><u>(2)</u> | 01/10/2006 <sup>(1)</sup> | 01/10/2015 |  | Common<br>Stock | 2,<br>9  |
| Incentive Stock<br>Option (right to<br>buy-DF902106)        | \$ 18.3014<br><u>(2)</u> | 01/10/2006 <sup>(1)</sup> | 01/10/2015 |  | Common<br>Stock | 3,       |
| Incentive Stock<br>Option (right to<br>buy-DV004565)        | \$ 18.3014<br><u>(2)</u> | 01/10/2006 <sup>(1)</sup> | 01/10/2015 |  | Common<br>Stock | 1,<br>9  |
| Incentive Stock<br>Option (right to<br>buy-T0001361)        | \$ 18.3014<br><u>(2)</u> | 01/10/2006 <sup>(1)</sup> | 01/10/2015 |  | Common<br>Stock | 3        |
| Incentive Stock<br>Option (right to<br>buy-DV004566)        | \$ 18.3014<br><u>(2)</u> | 01/10/2006 <sup>(1)</sup> | 01/10/2015 |  | Common<br>Stock | 15       |

## Reporting Owners

Reporting Owner Name / Address

Relationships

## Edgar Filing: DEAN FOODS CO - Form 4

|   | Director | 10% Owner | Officer                            | Other |
|---|----------|-----------|------------------------------------|-------|
| BERNON ALAN J<br>2515 MCKINNEY AVENUE, SUITE 1200<br>DALLAS, TX 75201 | X        |           | President -<br>Dean Dairy<br>Group |       |

## Signatures

Alan J. Bernon 05/08/2007

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).
- (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.
- (2) Due to a special cash dividend of \$15.00, paid by Issuer on April 2, 2007, to shareholders of record on March 27, 2007, the option exercise price and number of shares has been adjusted to maintain the value of the option award, post-dividend.

### Remarks:

CONTINUED ON ADDITIONAL FORM 4 FILED ON THIS SAME 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.