

DEAN FOODS CO  
Form 4  
April 02, 2008

**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  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MUSE JOHN R**

(Last) (First) (Middle)

**200 CRESCENT COURT, SUITE  
1600**

(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)

**03/31/2008**

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<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<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V Amount (D) Price                                                         |                                                                                                                    |                                                                      |                                                                   |

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

**Persons who respond to the collection of  
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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<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number<br>of | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|--------------------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|-----------------|----------------------------------------------------------------|----------------------------------------------------------------|
|--------------------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|-----------------|----------------------------------------------------------------|----------------------------------------------------------------|

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| Price of<br>Derivative<br>Security                          | (Month/Day/Year) | (Instr. 8) | Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | Code | V | (A) | (D) | Date Exercisable          | Expiration<br>Date | Title           | Am<br>or<br>Nun<br>of<br>Sha |
|-------------------------------------------------------------|------------------|------------|-------------------------------------------------------------------------------------------------|------|---|-----|-----|---------------------------|--------------------|-----------------|------------------------------|
| Non-Qualified<br>Stock Option<br>(right to<br>buy-DF005296) | \$ 25.3078       |            |                                                                                                 |      |   |     |     | 06/30/2006 <sup>(1)</sup> | 06/30/2016         | Common<br>Stock | 7,5                          |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-DV002933) | \$ 25.3078       |            |                                                                                                 |      |   |     |     | 06/30/2006 <sup>(1)</sup> | 06/30/2016         | Common<br>Stock | 3,5                          |
| Non-Qualified<br>Stock Option<br>(right to<br>buy-DF006000) | \$ 31.87         |            |                                                                                                 |      |   |     |     | 06/29/2007 <sup>(1)</sup> | 06/29/2017         | Common<br>Stock | 7,5                          |
| Restricted Stock<br>Units<br>(DF905934)                     | \$ 0             |            |                                                                                                 |      |   |     |     | 06/30/2006 <sup>(2)</sup> | 06/30/2015         | Common<br>Stock | 8                            |
| Restricted Stock<br>Units<br>(DV005404)                     | \$ 0             |            |                                                                                                 |      |   |     |     | 06/30/2006 <sup>(2)</sup> | 06/30/2015         | Common<br>Stock | 3                            |
| Restricted Stock<br>Units<br>(DU003822)                     | \$ 0             |            |                                                                                                 |      |   |     |     | 06/30/2007 <sup>(2)</sup> | 06/30/2016         | Common<br>Stock | 1,7                          |
| Restricted Stock<br>Units<br>(DV005208)                     | \$ 0             |            |                                                                                                 |      |   |     |     | 06/30/2007 <sup>(2)</sup> | 06/30/2016         | Common<br>Stock | 7                            |
| Restricted Stock<br>Units<br>(DU003932)                     | \$ 0             |            |                                                                                                 |      |   |     |     | 06/29/2008 <sup>(2)</sup> | 06/29/2017         | Common<br>Stock | 2,5                          |

## Reporting Owners

| Reporting Owner Name / Address                | Relationships |           |         |       |
|-----------------------------------------------|---------------|-----------|---------|-------|
|                                               | Director      | 10% Owner | Officer | Other |
| MUSE JOHN R<br>200 CRESCENT COURT, SUITE 1600 | X             |           |         |       |

DALLAS, TX 75201

## Signatures

Angela Miro, attorney  
in fact

04/02/2008

\_\_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 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.  
  
The reporting person has received an award of Restricted Stock Units ("RSUs") which is a right to receive shares of common stock of the
- (2) Issuer in the future, subject to the terms and conditions of the RSU Award Agreement. The RSUs vest annually, on a prorata basis, over a three year period beginning on the first anniversary date of the grant.

### Remarks:

SECOND OF TWO (2) FORM 4s FILED ON 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.

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