

ENGLES GREGG L
Form 4
January 20, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ENGLES GREGG 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
 Officer (give title below) Other (specify below)

Chairman of the Board and

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	01/15/2009		M	V Amount (D) A	\$ 0 (1) 3,164,439	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)

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

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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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Titl
Forward sale contract (obligation to sell)	(2) (3) (4)					11/19/2009(2)(3)(4)	11/19/2009(2)(3)(4)	Co S
Non-Qualified Stock Option (right to buy-DF002188)	\$ 14.2466					01/06/2004(5)	01/06/2013	Co S
Non-Qualified Stock Option (right to buy-DV000987)	\$ 14.2466					01/06/2004(5)	01/06/2013	Co S
Non-Qualified Stock Option (right to buy-T0000656)	\$ 14.2466					01/06/2004(5)	01/06/2013	Co S
Non-Qualified Stock Option (right to buy-DV000992)	\$ 14.2466					01/06/2004(5)	01/06/2013	Co S
Non-Qualified Stock Option (right to buy-TU000181)	\$ 17.9107					01/13/2005(5)	01/13/2014	Co S
Non-Qualified Stock Option (right to buy-DV000991)	\$ 17.9107					01/13/2005(5)	01/13/2014	Co S
Non-Qualified Stock Option (right to buy-TU000183)	\$ 17.9107					01/13/2005(5)	01/13/2014	Co S
Non-Qualified Stock Option	\$ 17.9107					01/13/2005(5)	01/13/2014	Co S

(right to
buy-DV000976)

Non-Qualified Stock Option (right to buy-DF003303)	\$ 17.9107	01/13/2005 ⁽⁵⁾	01/13/2014	Co S
Non-Qualified Stock Option (right to buy-DV000975)	\$ 17.9107	01/13/2005 ⁽⁵⁾	01/13/2014	Co S
Non-Qualified Stock Option (right to buy-T0000901)	\$ 17.9107	01/13/2005 ⁽⁵⁾	01/13/2014	Co S
Non-Qualified Stock Option (right to buy-DV000989)	\$ 17.9107	01/13/2005 ⁽⁵⁾	01/13/2014	Co S
Non-Qualified Stock Option (right to buy-TU000182)	\$ 18.3014	01/07/2006 ⁽⁵⁾	01/07/2015	Co S
Non-Qualified Stock Option (right to buy-DV000977)	\$ 18.3014	01/07/2006 ⁽⁵⁾	01/07/2015	Co S
Non-Qualified Stock Option (right to buy-DF902595)	\$ 18.3014	01/07/2006 ⁽⁵⁾	01/07/2015	Co S
Non-Qualified Stock Option (right to buy DV000986)	\$ 18.3014	01/07/2006 ⁽⁵⁾	01/07/2015	Co S
Non-Qualified Stock Option (right to buy-T0000619)	\$ 18.3014	01/07/2006 ⁽⁵⁾	01/07/2015	Co S
Non-Qualified Stock Option (right to buy-DV000993)	\$ 18.3014	01/07/2006 ⁽⁵⁾	01/07/2015	Co S
Non-Qualified Stock Option (right to	\$ 25.6821	01/13/2007 ⁽⁵⁾	01/13/2016	Co S

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minus Cap Price), divided by (ii) the Settlement Price. [END OF FOOTNOTE]

- (5) The shares of common stock subject to the Option vest ratably in three equal increments commencing on the first anniversary of the grant date.

Remarks:

FIRST OF TWO (2) FORM 4s 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.

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