DEAN FOODS CO
Form 4
January 03, 2008

# FORM 4

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

OMB APPROVAL

| | |
|---|---|
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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 *
DAVIS TOM C

(Last) (First) (Middle)

500 CRESCENT COURT, SUITE 270

(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)
12/31/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 12/31/2007 | | A | | 1,050 (1) | A | $ 0 (1) | 24,711 | 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)**

| 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 Securities (Instr. 3 and 4) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amou or Numb of Sha |
| Non-Qualified Stock Option (right to buy - SF002502) | $ 10.1707 | | | | | | | 06/29/2001(2) | 06/29/2011 | Common Stock | 22,50 |
| Non-Qualified Stock Option (right to buy - DV000783) | $ 10.1707 | | | | | | | 06/29/2001(2) | 06/29/2011 | Common Stock | 10,50 |
| Non-Qualified Stock Option (right to buy - T0000644) | $ 10.1707 | | | | | | | 06/29/2001(2) | 06/29/2011 | Common Stock | 4,14 |
| Non-Qualified Stock Option (right to buy - DV000785) | $ 10.1707 | | | | | | | 06/29/2001(2) | 06/29/2011 | Common Stock | 1,94 |
| Non-Qualified Stock Option (right to buy - DF002165) | $ 14.2351 | | | | | | | 07/01/2002(2) | 07/01/2012 | Common Stock | 22,50 |
| Non-Qualified Stock Option (right to buy - DV000790) | $ 14.2351 | | | | | | | 07/01/2002(2) | 07/01/2012 | Common Stock | 10,50 |
| Non-Qualified Stock Option (right to buy - T0000653) | $ 14.2351 | | | | | | | 07/01/2002(2) | 07/01/2012 | Common Stock | 4,14 |
| Non-Qualified Stock Option (right to buy - DV000791) | $ 14.2351 | | | | | | | 07/01/2002(2) | 07/01/2012 | Common Stock | 1,94 |
| | $ 18.1003 | | | | | | | 06/30/2003(2) | 06/30/2013 | | 7,50 |

| | | | | | |
|---|---|---|---|---|---|
| Non-Qualified Stock Option (right to buy - DF002875) | | | | Common Stock | |
| Non-Qualified Stock Option (right to buy - DV000789) | $ 18.1003 | 06/30/2003[2] | 06/30/2013 | Common Stock | 3,52 |
| Non-Qualified Stock Option (right to buy - T0000782) | $ 18.1003 | 06/30/2003[2] | 06/30/2013 | Common Stock | 1,38 |
| Non-Qualified Stock Option (right to buy - DV000784) | $ 18.1003 | 06/30/2003[2] | 06/30/2013 | Common Stock | 649 |
| Non-Qualified Stock Option (right to buy - DF003663) | $ 21.4389 | 06/30/2004[2] | 06/30/2014 | Common Stock | 7,50 |
| Non-Qualified Stock Option (right to buy - DV000788) | $ 21.4389 | 06/30/2004[2] | 06/30/2014 | Common Stock | 3,52 |
| Non-Qualified Stock Option (right to buy - T0000792) | $ 21.4389 | 06/30/2004[2] | 06/30/2014 | Common Stock | 1,38 |
| Non-Qualified Stock Option (right to buy - DV000787) | $ 21.4389 | 06/30/2004[2] | 06/30/2014 | Common Stock | 649 |
| Non-Qualified Stock Option (right to buy - DF905917) | $ 23.9808 | 06/30/2005[2] | 06/30/2015 | Common Stock | 7,50 |
| Non-Qualified Stock Option (right to buy - DV000786) | $ 23.9808 | 06/30/2005[2] | 06/30/2015 | Common Stock | 3,52 |
| Non-Qualified Stock Option (right to buy DF005290) | $ 25.3078 | 06/30/2006[2] | 06/30/2016 | Common Stock | 7,50 |
| | $ 25.3078 | 06/30/2006[2] | 06/30/2016 | | 3,52 |

| | | | | | |
|---|---|---|---|---|---|
| Non-Qualified Stock Option (right to buy DV000792) | | | | Common Stock | |
| Non-Qualified Stock Option (right to buy) | $ 31.87 | 06/29/2007[2] | 06/29/2017 | Common Stock | 7,50 |
| Restricted Stock Units (DF905928) | $ 0 | 06/30/2006[3] | 06/30/2015 | Common Stock | 850 |
| Restricted Stock Units (DV005398) | $ 0 | 06/30/2006[3] | 06/30/2015 | Common Stock | 399 |
| Restricted Stock Units (DU003816) | $ 0 | 06/30/2007[3] | 06/30/2016 | Common Stock | 1,70 |
| Restricted Stock Units (DV005202) | $ 0 | 06/30/2007[3] | 06/30/2016 | Common Stock | 798 |
| Restricted Stock Units | $ 0 | 06/29/2008[3] | 06/29/2017 | Common Stock | 2,55 |

## Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| DAVIS TOM C<br>500 CRESCENT COURT<br>SUITE 270<br>DALLAS, TX 75201 | X | | | |

## Signatures

| | |
|---|---|
| Tom C. Davis | 01/03/2008 |
| **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)** These are restricted shares issued under the Issuer's 2007 Stock Incentive Plan in payment of fees owed for services as an 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 and then annually thereafter.

**(2)** 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.

**(3)**

The reporting person has received an award of RSUs, which is a right to receive shares of common stock of the 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.

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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