

McCRUMMEN RONALD 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 *
McCRUMMEN RONALD 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)
SVP & Chief Accounting Officer

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)
			Code	V Amount (A) or (D) Price			
Common Stock	01/15/2009		M	1,400 (1) A \$ 0 (1)	13,858.281	D	
Common Stock	01/15/2009		F	458 (1) D \$ 18.17 (1)	13,400.281	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)

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units (DU004312)	\$ 0	01/15/2009		M	1,400 <u>(1)</u>	01/15/2009 ⁽²⁾	01/15/2018	Common Stock
Restricted Stock Units (DU003759)	\$ 0					01/13/2007 ⁽³⁾	01/13/2016	Common Stock
Restricted Stock Units (DV005432)	\$ 0					01/13/2007 ⁽³⁾	01/13/2016	Common Stock
Restricted Stock Units (DU003846)	\$ 0					02/12/2008 ⁽³⁾	02/12/2017	Common Stock
Restricted Stock Units (DV005233)	\$ 0					02/12/2008 ⁽³⁾	02/12/2017	Common Stock
Non-Qualified Stock Option (right to buy-DF003693)	\$ 16,9741					10/08/2005 ⁽⁴⁾	10/08/2014	Common Stock
Non-Qualified Stock Option (right to buy-DV002701)	\$ 16,9741					10/08/2005 ⁽⁴⁾	10/08/2014	Common Stock
Non-Qualified Stock Option (right to buy-T0003488)	\$ 16,9741					10/08/2005 ⁽⁴⁾	10/08/2014	Common Stock
Non-Qualified Stock Option (right to buy-DV002706)	\$ 16,9741					10/08/2005 ⁽⁴⁾	10/08/2014	Common Stock
	\$ 18,3014					01/07/2006 ⁽⁴⁾	01/07/2015	

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Non-Qualified Stock Option (right to buy-DF902537)				Common Stock
Non-Qualified Stock Option (right to buy-DV002708)	\$ 18.3014		01/07/2006 ⁽⁴⁾	01/07/2015 Common Stock
Non-Qualified Stock Option (right to buy-T0000891)	\$ 18.3014		01/07/2006 ⁽⁴⁾	01/07/2015 Common Stock
Non-Qualified Stock Option (right to buy-DV002709)	\$ 18.3014		01/07/2006 ⁽⁴⁾	01/07/2015 Common Stock
Non-Qualified Stock Option (right to buy-TU000301)	\$ 18.3014		01/07/2006 ⁽⁴⁾	01/07/2015 Common Stock
Non-Qualified Stock Option (right to buy-DV002703)	\$ 18.3014		01/07/2006 ⁽⁴⁾	01/07/2015 Common Stock
Non-Qualified Stock Option (right to buy-DF004939)	\$ 25.6821		01/13/2007 ⁽⁴⁾	01/13/2016 Common Stock
Non-Qualified Stock Option (right to buy-DV002711)	\$ 25.6821		01/13/2007 ⁽⁴⁾	01/13/2016 Common Stock
Non-Qualified Stock Option (right to buy-DF005349)	\$ 30.1121		02/12/2008 ⁽⁴⁾	02/12/2017 Common Stock
Non-Qualified Stock Option (right to buy-DV002702)	\$ 30.1121		02/12/2008 ⁽⁴⁾	02/12/2017 Common Stock
Non-Qualified Stock Option (right to buy-DF006433)	\$ 25.37		02/12/2008 ⁽⁴⁾	02/12/2017 Common Stock
	\$ 16.9741		10/08/2005 ⁽⁴⁾	10/08/2014

Incentive Stock Option (right to buy-DF003692)					Common Stock
Incentive Stock Option (right to buy-DV004866)	\$ 16.9741		10/08/2005 ⁽⁴⁾	10/08/2014	Common Stock
Incentive Stock Option (right to buy-T0003487)	\$ 16.9741		10/08/2005 ⁽⁴⁾	10/08/2014	Common Stock
Incentive Stock Option (right to buy-DV004867)	\$ 16.9741		10/08/2005 ⁽⁴⁾	10/08/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCRUMMEN RONALD L 2515 MCKINNEY AVENUE SUITE 1200 DALLAS,, TX 75201			SVP & Chief Accounting Officer	

Signatures

Marilyn M. Miville,
Attorney-In-Fact

01/20/2009

 **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).

The reporting person was entitled to receive a total of 1,400 shares of common stock of the Issuer pursuant to the vesting provisions in the (1) 2007 Restricted Stock Unit Award Agreement. A total of 458 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 942 net shares of common stock.

(2) A Restricted Stock Unit, which is issued under the Company's 2007 Stock Incentive Plan, is a right to receive one share of Common Stock of the Issuer in the future, subject to the terms and conditions of the award agreement. The units vest annually, on a prorata basis, over a five-year period beginning on the first anniversary grant date, subject to certain accelerated vesting provisions.

(3) A Restricted Stock Unit, which is issued under the Issuer's 1989 Stock Awards Plan, is a right to receive one share of common stock of the Issuer in the future, subject to the terms and conditions of the award agreement. The units vest annually, on a prorata basis, over a five-year period beginning on the first anniversary date of grant, subject to certain accelerated vesting provisions.

(4) 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:

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.

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