

DEAN FOODS CO
Form 4
July 16, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
LLEWELLYN JOHN H JR

(Last) (First) (Middle)

ONE STEAMBOAT LANE

(Street)

HINGHAM, MA 02043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DEAN FOODS CO [DF]

3. Date of Earliest Transaction (Month/Day/Year)
06/30/2007

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)

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 Indirect Ownership (Instr. 4)
Common Stock	06/30/2007		A	621 A	\$ 0 (1) 34,426	D	

Common Stock

2,750

I

Shares held by The John S. Llewellyn, Jr. and Mary Martha Llewellyn 2006 Irrevocable Trust.

Edgar Filing: DEAN FOODS CO - Form 4

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 of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy-DP003381)	\$ 12.5898					06/01/1998 ⁽²⁾ 06/01/2008	Common Stock	6,
Non-Qualified Stock Option (right to buy-DV002419)	\$ 12.5898					06/01/1998 ⁽²⁾ 06/01/2008	Common Stock	3,
Non-Qualified Stock Option (right to buy-T0000840)	\$ 12.5898					06/01/1998 ⁽²⁾ 06/01/2008	Common Stock	1,
Non-Qualified Stock Option (right to buy-DV002420)	\$ 12.5898					06/01/1998 ⁽²⁾ 06/01/2008	Common Stock	5
Non-Qualified Stock Option (right to buy-DP003382)	\$ 9.5022					06/01/1999 ⁽²⁾ 06/01/2009	Common Stock	6,
Non-Qualified Stock Option (right to buy-DV002412)	\$ 9.5022					06/01/1999 ⁽²⁾ 06/01/2009	Common Stock	3,
	\$ 9.5022					06/01/1999 ⁽²⁾ 06/01/2009		1,

Edgar Filing: DEAN FOODS CO - Form 4

Non-Qualified Stock Option (right to buy-T0000842)				Common Stock	
Non-Qualified Stock Option (right to buy-DV002421)	\$ 9.5022	06/01/1999 ⁽³⁾	06/01/2009	Common Stock	5,
Non-Qualified Stock Option (right to buy-DP003383)	\$ 8.0867	06/01/2000 ⁽²⁾	06/01/2010	Common Stock	6,
Non-Qualified Stock Option (right to buy-DV002417)	\$ 8.0867	06/01/2000 ⁽³⁾	06/01/2010	Common Stock	3,
Non-Qualified Stock Option (right to buy-T0000844)	\$ 8.0867	06/01/2000 ⁽²⁾	06/01/2010	Common Stock	1,
Non-Qualified Stock Option (right to buy-DV002422)	\$ 8.0867	06/01/2000 ⁽²⁾	06/01/2010	Common Stock	5
Non-Qualified Stock Option (right to buy-DF002169)	\$ 14.2351	07/01/2002 ⁽³⁾	07/01/2012	Common Stock	22,
Non-Qualified Stock Option (right to buy-DV002416)	\$ 14.2351	07/01/2002 ⁽²⁾	07/01/2012	Common Stock	10,
Non-Qualified Stock Option (right to buy-T0000648)	\$ 14.2351	07/01/2002 ⁽³⁾	07/01/2012	Common Stock	4,
Non-Qualified Stock Option (right to buy-DV002418)	\$ 14.2351	07/01/2002 ⁽³⁾	07/01/2012	Common Stock	1,
Non-Qualified Stock Option (right to buy-DF002879)	\$ 18.1003	06/30/2003 ⁽³⁾	06/30/2013	Common Stock	7,
	\$ 18.1003	06/30/2003 ⁽³⁾	06/30/2013		3,

Edgar Filing: DEAN FOODS CO - Form 4

Non-Qualified Stock Option (right to buy-DV002413)				Common Stock	
Non-Qualified Stock Option (right to buy-T0000777)	\$ 18.1003	06/30/2003 ⁽³⁾	06/30/2013	Common Stock	1,
Non-Qualified Stock Option (right to buy-DV002424)	\$ 18.1003	06/30/2003 ⁽³⁾	03/30/2013	Common Stock	6
Non-Qualified Stock Option (right to buy-DF003668)	\$ 21.4389	06/30/2004 ⁽³⁾	06/30/2014	Common Stock	7,
Non-Qualified Stock Option (right to buy-DV002411)	\$ 21.4389	06/30/2004 ⁽³⁾	06/30/2014	Common Stock	3,
Non-Qualified Stock Option (right to buy-T0000787)	\$ 21.4389	06/30/2004 ⁽³⁾	06/30/2014	Common Stock	1,
Non-Qualified Stock Option (right to buy-DV002423)	\$ 21.4389	06/30/2004 ⁽³⁾	06/30/2014	Common Stock	6
Non-Qualified Stock Option (right to buy-DF905922)	\$ 23.9808	06/30/2005 ⁽³⁾	06/30/2015	Common Stock	7,
Non-Qualified Stock Option (right to buy-DV002414)	\$ 23.9808	06/30/2005 ⁽³⁾	06/30/2015	Common Stock	3,
Non-Qualified Stock Option (right to buy-DF005295)	\$ 25.3078	06/30/2006 ⁽³⁾	06/30/2016	Common Stock	7,
Non-Qualified Stock Option (right to buy-DV002415)	\$ 25.3078	06/30/2006 ⁽³⁾	06/30/2016	Common Stock	3,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LLEWELLYN JOHN H JR ONE STEAMBOAT LANE HINGHAM, MA 02043		X		

Signatures

John S. Llewellyn, Jr.	07/16/2007
**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).
 These are restricted shares issued under Dean's 1997 Stock Option and Restricted Stock Plan in payment of fees owed for services as an independent director for the second quarter of 2007. These shares are fully vested due to Mr. Llewellyn's retirement from the Issuer's Board of Directors as of May 18, 2007.
- (1) The options were granted under the Dean Foods Company Directors Plan. The options are fully vested and immediately exercisable.
- (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.

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.