Callahan John F Jr Form 4/A February 15, 2007

FORM 4

subject to

Section 16.

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

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Callahan John F Jr

2. Issuer Name and Ticker or Trading Symbol

Issuer

(First)

DEAN FOODS CO [DF] 3. Date of Earliest Transaction

(Check all applicable) Director 10% Owner

Executive Vice President

2515 MCKINNEY

(Month/Day/Year) 02/12/2007

X_ Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

AVENUE. SUITE 1200

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year) 02/14/2007

(Middle)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

DALLAS, TX 75201

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Ownership (Instr. 4) (Instr. 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(A)

Transaction(s) (Instr. 3 and 4)

Reported

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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

5. Number of 4. **Transaction**Derivative Securities Code

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Ar Underlying Se (Instr. 3 and 4)

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· '	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed or (D) (Instr. 3, 4, and 5)	:		
				Code V	(A) (D	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 0					05/09/2007(1)	05/09/2016	Common Stock
Restricted Stock Units	\$ 0					05/09/2007(2)	05/09/2016	Common Stock
Restricted Stock Units	\$ 0					02/12/2008(1)	02/12/2017	Common Stock
Incentive Stock Option (right to buy)	\$ 37.39					05/09/2007(3)	05/09/2016	Common Stock
Incentive Stock Option (right to buy)	\$ 44.25	02/12/2007		A	6,777	02/12/2008(4)	02/12/2017	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 37.39					05/09/2007(3)	05/09/2016	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 44.25	02/12/2007		A	38,223	02/12/2008(4)	02/12/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
reporting owner runner runner	

Director 10% Owner Officer Other

Callahan John F Jr

2515 MCKINNEY AVENUE

SUITE 1200

DALLAS, TX 75201

Executive Vice President

Signatures

John F. 02/15/2007 Callahan, Jr.

**Signature of Date
Reporting Person

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)

Reporting Owners 2

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A Stock Unit, which is issued under the Company'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.

- A Stock Unit, which is issued under the Company's 1989 Stock Awards Plan, is a right to receive one share of Common Stock of the (2) Issuer in the future, subject to the terms and conditions of the award agreement. The units vest annually, on a prorata basis, over a three-year period beginning on the first anniversary date of grant, subject to certain accelerated vesting provisions.
- (3) The options vest in three equal installments beginning on the first anniversary of the date of the grant and were issued without stockholder approval, as an "inducement grant", as such term is defined by the New York Stock Exchange.
- (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:

This amendment is being filed to correct a clerical error, the exercise price of the awards was originally reported as \$42.25, the 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.