

DEAN FOODS CO  
Form 4  
July 02, 2008

**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 \*  
GREEN STEPHEN L

(Last) (First) (Middle)  
105 ROWAYTON AVENUE  
(Street)

ROWAYTON, CT 06853

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/29/2008

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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount	(D)	Price

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)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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	Derivative Security		Code	V	or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	An or Nu of Sh
					(A)	(D)				
Restricted Stock Units (DF905929)	\$ 0	06/30/2008	M		850 (1)		06/30/2006 <sup>(2)</sup>	06/30/2015	Common Stock	
Restricted Stock Units (DV005399)	\$ 0	06/30/2008	M		399 (1)		06/30/2006 <sup>(2)</sup>	06/30/2015	Common Stock	
Restricted Stock Units (DU003817)	\$ 0	06/30/2008	M		850 (3)		06/30/2007 <sup>(2)</sup>	06/30/2016	Common Stock	
Restricted Stock Units (DU005203)	\$ 0	06/30/2008	M		399 (3)		06/30/2007 <sup>(2)</sup>	06/30/2016	Common Stock	
Restricted Stock Units (DU003928)	\$ 0	06/29/2008	M		850 (4)		06/29/2008 <sup>(2)</sup>	06/29/2017	Common Stock	
Restricted Stock Units	\$ 0	06/30/2008	A		2,550		06/30/2009 <sup>(2)</sup>	06/30/2018	Common Stock	2

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREEN STEPHEN L 105 ROWAYTON AVENUE ROWAYTON, CT 06853		X		

## Signatures

Katherine K. Connell,  
Attorney-In-Fact

07/02/2008

\_\_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) Represents shares of common stock of the Issuer vested on the third annual vesting date of a 06/30/2005 award of Restricted Stock Units ("RSUs").
- (2)

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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 of the date of grant.

- (3) Represents shares of common stock of the Issuer vested on the second annual vesting date of a 06/30/2006 award of RSUs.
- (4) Represents shares of common stock of the Issuer vested on the first annual vesting date of a 06/29/2007 award of RSUs.

**Remarks:**

CONTINUED FORM PREVIOUS 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. 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.