Kemps Steven J Form 4 January 20, 2009

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

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

(Print or Type Responses)

See Instruction

1(b).

Common

Common

Stock

Stock

01/15/2009

01/15/2009

1. Name and Kemps Ste	Address of Reporting leven J	Symbol	r Name and Ticker or Trading FOODS CO [DF]	5. Relationship of Reporting Person(s) to Issuer		
(I+)	(F:t) (A			(Check all applicable)		
(Last)	(First) (N	,	f Earliest Transaction Day/Year)	Director 10% Owner		
2515 MCK AVENUE,	INNEY SUITE 1200	01/15/2	.009	_X_ Officer (give title Other (specify below) EVP, General Counsel and		
	(Street)	4. If Ame	endment, Date Original	6. Individual or Joint/Group Filing(Check		
		Filed(Mor	nth/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
DALLAS,	TX 75201			Form filed by More than One Reporting Person		
(City)	(State)	(Zip) Tabl	le I - Non-Derivative Securities Ac	quired, 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price	Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)		

1,700

556 (1) D

\$0

M

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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)	Code	Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying So (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy-DF005283)	\$ 25.3895					03/07/2007(2)	03/07/2016	Common Stock
Non-Qualified Stock Option (right to buy-DV002130)	\$ 28.3895					03/07/2007(2)	03/07/2016	Common Stock
Non-Qualified Stock Option (right to buy-DF005949)	\$ 30.1121					02/12/2008(2)	02/12/2017	Common Stock
Non-Qualified Stock Option (right to buy-DV002131)	\$ 30.1121					02/12/2008(2)	02/12/2017	Common Stock
Non-Qualified Stock Option (right to buy-DF006434)	\$ 25.37					01/15/2009(2)	01/15/2018	Common Stock
Non-Qualified Stock Option (right to buy-DF006501)	\$ 24.98					08/26/2009(2)	08/26/2018	Common Stock
Incentive Stock Option (right to buy-DF005359)	\$ 30.1121					02/12/2008(2)	02/12/2017	Common Stock
Incentive Stock Option (right to buy-DV002132)	\$ 30.1121					02/12/2008(2)	02/12/2017	Common Stock
Restricted Stock Units	\$ 0					03/07/2007(3)	03/07/2016	Common Stock

(DU003809)							
Restricted Stock Units (DV005421)	\$0				03/07/2007(3)	03/07/2016	Common Stock
Restricted Stock Units (DU003844)	\$ 0				02/12/2008(3)	02/12/2017	Common Stock
Restricted Stock Units (DV005231)	\$0				02/12/2008(3)	02/12/2017	Common Stock
Restricted Stock Units (DU004313)	\$0	01/15/2009	M	1,700	01/15/2009(3)	01/15/2018	Common Stock
Restricted Stock Units (DU004377)	\$0				08/26/2009(3)	08/26/2018	Common Stock

Deletionship

EVP, General Counsel and

Reporting Owners

Reporting Owner Name / Address	eporting Owner Name / Address			
	Director	10% Owner	Officer	Other

Kemps Steven J

2515 MCKINNEY AVENUE

SUITE 1200

DALLAS, TX 75201

Signatures

Katherine K. Connell, 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 1,700 shares of common stock of the Issuer pursuant to the vesting provisions in the (1) 2008 Award of Restricted Stock Units ("RSUs"). A total of 556 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 1,144 net shares of common stock.
- (2) The shares of common stock subject to the Option vest ratably in three equal increments commencing on the first anniversary of the grant date
- 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,

 (3) subject to the terms and conditions of the RSU Award Agreement. The RSUs vest annually, on a prorata basis, over a five-year period beginning on the first anniversary of the date of 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.

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