DEAN FOODS CO Form 4 October 02, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

0.5

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

Check this box

SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue.

See Instruction

1(b).

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)

(Last)

1. Name and Address of Reporting Person <u>*</u> TURNER JIM L

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(First) (Middle)

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

(Month/Day/Year)

Filed(Month/Day/Year)

09/30/2008

_X__ Director ______ 10% Owner _____ Officer (give title _____ Other (specify

JLT BEVERAGES L.P., 5950 SHERRY LANE STE 370

NE STE 370

4. If Amendment, Date Original

Applicable Line)

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

6. Individual or Joint/Group Filing(Check

Person

below)

(Street)

DALLAS, TX 75225

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Indirect (I)	Ownership
					Following	(Instr. 4)	(Instr. 4)
				(A)	Reported		
				(A)	Transaction(s)		
			G 1 17	or	(Instr. 3 and 4)		
			Code V	Amount (D) Price			

Common Stock 09/30/2008 A 1,341 A \$ 0 202,656 D

Common Spouse: $\frac{\text{Spouse:}}{\text{Stock}}$ I $\frac{\text{Julie}}{\text{Carolyn}}$

Turner (2)

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

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)	4. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and A Underlying S (Instr. 3 and	Securi
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amor Nur of S
Non-Qualified Stock Option (right to buy-SI901312)	\$ 8.0206					06/30/1999(3)	06/30/2009	Common Stock	5
Non-Qualified Stock Option (right to buy-DV003967)	\$ 8.0206					06/30/1999(3)	06/30/2009	Common Stock	2
Non-Qualified Stock Option (right to buy-SI701312)	\$ 8.0206					06/30/1999(3)	06/30/2009	Common Stock	10,
Non-Qualified Stock Option (right to buy-DV003985)	\$ 8.0206					06/30/1999(3)	06/30/2009	Common Stock	5,0
Non-Qualified Stock Option (right to buy-T0700754)	\$ 8.0206					06/30/1999(3)	06/30/2009	Common Stock	2,
Non-Qualified Stock Option (right to buy-DV003976)	\$ 8.0206					06/30/1999(3)	06/30/2009	Common Stock	9
Non-Qualified Stock Option (right to buy-SI801312)	\$ 8.0206					06/30/1999(3)	06/30/2009	Common Stock	5
Non-Qualified Stock Option (right to	\$ 8.0206					06/30/1999(3)	06/30/2009	Common Stock	2

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buy-DV003970)					
Non-Qualified Stock Option (right to buy-SI601312)	\$ 8.0206	06/30/1999(3)	06/30/2009	Common Stock	10,
Non-Qualified Stock Option (right to buy-DV003997)	\$ 8.0206	06/30/1999(3)	06/30/2009	Common Stock	5,
Non-Qualified Stock Option (right to buy-T0600753)	\$ 8.0206	06/30/1999(3)	06/30/2009	Common Stock	2,
Non-Qualified Stock Option (right to buy-DV003990)	\$ 8.0206	06/30/1999(3)	06/30/2009	Common Stock	9
Non-Qualified Stock Option (right to buy-SI701806)	\$ 9.3614	06/30/2000(3)	06/30/2010	Common Stock	11,
Non-Qualified Stock Option (right to buy-DV003986)	\$ 9.3614	06/30/2000(3)	06/30/2010	Common Stock	5,2
Non-Qualified Stock Option (right to buy-T0700756)	\$ 9.3614	06/30/2000(3)	06/30/2010	Common Stock	2,
Non-Qualified Stock Option (right to buy-DV003983)	\$ 9.3614	06/30/2000(3)	06/30/2010	Common Stock	9
Non-Qualified Stock Option (right to buy-SI601806)	\$ 9.3614	06/30/2000(3)	06/30/2010	Common Stock	11,
Non-Qualified Stock Option (right to buy-DV003994)	\$ 9.3614	06/30/2000(3)	06/30/2010	Common Stock	5,1
Non-Qualified Stock Option (right to buy-T0600755)	\$ 9.3614	06/30/2000(3)	06/30/2010	Common Stock	2,

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Non-Qualified Stock Option (right to buy-DV003989)	\$ 9.3614	06/30/2000(3)	06/30/2010	Common Stock	9
Non-Qualified Stock Option (right to buy-SF702508)	\$ 10.1707	06/29/2001(3)	06/29/2011	Common Stock	7,
Non-Qualified Stock Option (right to buy-DV003979)	\$ 10.1707	06/29/2001(3)	06/29/2011	Common Stock	3,4

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
TURNER JIM L JLT BEVERAGES L.P. 5950 SHERRY LANE STE 370 DALLAS, TX 75225	X				

Signatures

Angela B. Miro, Attorney-In-Fact

**Signature of Reporting Person Date

Explanation of Responses:

issued and then annually thereafter.

- * 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 the Issuer's 2007 Stock Incentive Plan in payment of fees owed for services as an independent (1) director. All such shares are subject to vesting in three equal increments, with the first vesting occurring as of the date the shares were
- (2) Mr. Turner disclaims beneficial ownership of all shares and options not directly owned by him.
- (3) 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.

Remarks:

FIRST OF THREE (3) FORM 4s FILED ON 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.

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