

Fehr Richard
Form 4
January 15, 2009

FORM 4

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

OMB APPROVAL

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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 *
Fehr Richard

(Last) (First) (Middle)

2515 MCKINNEY AVENUE,
SUITE 1200

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

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

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

01/13/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
__X__ Officer (give title below) __X__ Other (specify below)

Senior Vice President / Business Optimization, DSD Grp

6. Individual or Joint/Group Filing(Check Applicable Line)

__X__ 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		
Common Stock	01/13/2009		M	A	2,400 <u>(1)</u>	\$ 0	145,607 D
Common Stock	01/13/2009		M	A	1,127 <u>(1)</u>	\$ 0	146,734 D
Common Stock	01/13/2009		F	D	368 <u>(1)</u>	\$ 18.61	146,366 D

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Shares
Non-Qualified Stock Option (right to buy-LS001299)	\$ 6.5602					06/04/2000 ⁽²⁾	06/04/2009	Common Stock	40
Non-Qualified Stock Option (right to buy-T0000611)	\$ 6.5602					06/04/2000 ⁽²⁾	06/04/2009	Common Stock	13
Non-Qualified Stock Option (right to buy-DV001089)	\$ 6.5602					06/04/2000 ⁽²⁾	06/04/2009	Common Stock	10
Non-Qualified Stock Option (right to buy-SE001689)	\$ 7.1707					01/04/2001 ⁽²⁾	01/04/2010	Common Stock	12
Non-Qualified Stock Option (right to buy-T0000626)	\$ 7.1707					01/04/2001 ⁽²⁾	01/04/2010	Common Stock	22
Non-Qualified Stock Option (right to buy-DV001062)	\$ 7.1707					01/04/2001 ⁽²⁾	01/04/2010	Common Stock	56
Non-Qualified Stock Option (right to buy-DV001056)	\$ 7.1707					01/04/2001 ⁽²⁾	01/04/2010	Common Stock	10
	\$ 8.2601					01/22/2002 ⁽²⁾	01/22/2011		10

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Non-Qualified Stock Option (right to buy-SF002318)				Common Stock	
Incentive Stock Option (right to buy-SF002317)	\$ 8.2601	01/22/2002 ⁽²⁾	01/22/2011	Common Stock	13
Non-Qualified Stock Option (right to buy-T0000621)	\$ 8.2601	01/22/2002 ⁽²⁾	01/22/2011	Common Stock	19
Incentive Stock Option (right to buy-T0000683)	\$ 8.2601	01/22/2002 ⁽²⁾	01/22/2011	Common Stock	2
Non-Qualified Stock Option (right to buy-DV001067)	\$ 8.2601	01/22/2002 ⁽²⁾	01/22/2011	Common Stock	49
Non-Qualified Stock Option (right to buy-DV001082)	\$ 8.2601	01/22/2002 ⁽²⁾	01/22/2011	Common Stock	9
Incentive Stock Option (right to buy-DV001073)	\$ 8.2601	01/22/2002 ⁽²⁾	01/22/2011	Common Stock	6
Incentive Stock Option (right to buy-DV001080)	\$ 8.2601	01/22/2002 ⁽²⁾	01/22/2011	Common Stock	1
Non-Qualified Stock Option (right to buy-DF001514)	\$ 11.6934	01/14/2003 ⁽²⁾	01/14/2012	Common Stock	11
Incentive Stock Option (right to buy-DF001515)	\$ 11.6934	01/14/2003 ⁽²⁾	01/14/2012	Common Stock	4
Non-Qualified Stock Option (right to buy-DF001330)	\$ 11.6934	01/14/2003 ⁽²⁾	01/14/2012	Common Stock	75
Non-Qualified Stock Option (right to buy-T0000624)	\$ 11.6934	01/14/2003 ⁽²⁾	01/14/2012	Common Stock	21
Incentive Stock Option (right to	\$ 11.6934	01/14/2003 ⁽²⁾	01/14/2012	Common Stock	9

buy-T0000945)					
Non-Qualified Stock Option (right to buy-T0000614)	\$ 11.6934	01/14/2003 ⁽²⁾	01/14/2012	Common Stock	13
Non-Qualified Stock Option (right to buy-DV001090)	\$ 11.6934	01/14/2003 ⁽²⁾	01/14/2012	Common Stock	54
Incentive Stock Option (right to buy-DV001064)	\$ 11.6934	01/14/2003 ⁽²⁾	01/14/2012	Common Stock	2
Non-Qualified Stock Option (right to buy-DV001063)	\$ 11.6934	01/14/2003 ⁽²⁾	01/14/2012	Common Stock	35
Non-Qualified Stock Option (right to buy-DV001083)	\$ 11.6934	01/14/2003 ⁽²⁾	01/14/2012	Common Stock	9
Incentive Stock Option (right to buy-DV001072)	\$ 11.6934	01/14/2003 ⁽²⁾	01/14/2012	Common Stock	4
Non-Qualified Stock Option (right to buy-DV001081)	\$ 11.6934	01/14/2003 ⁽²⁾	01/14/2012	Common Stock	6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fehr Richard 2515 MCKINNEY AVENUE, SUITE 1200 DALLAS, TX 75201			Senior Vice President	Business Optimization, DSD Grp

Signatures

Angela B. Miro,
Attorney-in-Fact

01/15/2009

__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 3,527 shares of common stock of the Issuer pursuant to the vesting provisions in the
- (1) 2006 Award of Restricted Stock units ("RSUs"). A total of 368 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 3,159 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.

Remarks:

FIRST OF THREE (3) FORM 4s 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.

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