

Callahan John F Jr  
Form 4  
January 20, 2009

**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 \*  
Callahan John F Jr

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
2515 MCKINNEY AVENUE, SUITE 1200  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/15/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President

DALLAS, TX 75201

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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		
Common Stock	01/15/2009		M	6,000	A \$ 0 (1)	43,328	D

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)**

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy-DF005286)	\$ 25.4439					05/09/2007 <sup>(2)</sup>	05/09/2016	Common Stock
Restricted Stock Units (DU003812)	\$ 0					05/09/2007 <sup>(3)</sup>	05/09/2016	Common Stock
Restricted Stock Units (DU003813)	\$ 0					05/09/2007 <sup>(4)</sup>	05/09/2016	Common Stock
Non-Qualified Stock Option (right to buy-DV000473)	\$ 25.4439					05/09/2007 <sup>(2)</sup>	05/09/2016	Common Stock
Restricted Stock Units (DV005197)	\$ 0					05/09/2007 <sup>(3)</sup>	05/09/2016	Common Stock
Restricted Stock Units (DV005198)	\$ 0					05/09/2007 <sup>(4)</sup>	05/29/2016	Common Stock
Incentive Stock Option (right to buy-DF005342)	\$ 30.1121					02/12/2008 <sup>(5)</sup>	02/12/2017	Common Stock
Non-Qualified Stock Option (right to buy-DF005351)	\$ 30.1121					02/12/2008 <sup>(5)</sup>	02/12/2017	Common Stock
Restricted Stock Units (DU003834)	\$ 0					02/12/2008 <sup>(6)</sup>	02/12/2017	Common Stock
Non-Qualified Stock Option (right to buy-DV000474)	\$ 30.1121					02/12/2008 <sup>(5)</sup>	12/12/2017	Common Stock
	\$ 30.1121					02/12/2008 <sup>(5)</sup>	02/12/2017	

Incentive Stock Option (right to buy-DV000475)								Common Stock
Restricted Stock Units (DV005221)	\$ 0					02/12/2008 <sup>(6)</sup>	02/12/2017	Common Stock
Non-Qualified Stock Option (right to buy-DF006427)	\$ 25.37					01/15/2009 <sup>(5)</sup>	01/15/2018	Common Stock
Restricted Stock Units (DU004306)	\$ 0	01/15/2009		M	6,000 <sup>(1)</sup>	01/15/2009 <sup>(6)</sup>	01/15/2018	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Callahan John F Jr 2515 MCKINNEY AVENUE SUITE 1200 DALLAS, TX 75201			Executive Vice President	

## Signatures

Angela B. Miro,  
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).
- (1) The reporting person was entitled to receive a total of 6,000 shares of common stock of the Issuer pursuant to the vesting provisions in the 2008 Award of Restricted Stock Units ("RSUs").
- (2) The options vest in three equal increments beginning on the first anniversary of the grant date and were issued without stockholder approval, as an "inducement grant", as such term is defined by the New York Stock Exchange.  
A Restricted Stock Unit 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 were issued without stockholder approval, as an "inducement grant", as such term is defined by the New York Stock Exchange and vest annually, on a prorata basis, over a five-year period beginning on the first anniversary of the grant date, subject to certain accelerated vesting provisions.
- (3) A Restricted Stock Unit 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 were issued without stockholder approval, as an "inducement grant", as such term is defined by the New York Stock Exchange and vest annually, on a prorata basis, over a three-year period beginning on the first anniversary of the grant date, subject to certain accelerated vesting provisions.
- (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.
- (5) A Restricted Stock Unit 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 of the grant date.
- (6) A Restricted Stock Unit 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 of the grant date.

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date, subject to certain accelerated vesting provisions.

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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