

ENGLES GREGG L
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 *
ENGLES GREGG L

(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)
01/15/2009

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)
Chairman of the Board and

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	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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(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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
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	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
				Code	V (A) (D)			
Incentive Stock Option (right to buy-T0003517)	\$ 14.2466					01/06/2004 ⁽¹⁾	01/06/2013	Common Stock
Incentive Stock Option (right to buy-DV000983)	\$ 14.2466					01/06/2004 ⁽¹⁾	01/06/2013	Common Stock
Incentive Stock Option (right to buy-DF003302)	\$ 17.9107					01/13/2005 ⁽¹⁾	01/13/2014	Common Stock
Incentive Stock Option (right to buy-DV000984)	\$ 17.9107					01/13/2005 ⁽¹⁾	01/13/2014	Common Stock
Incentive Stock Option (right to buy-T0003352)	\$ 17.9107					01/13/2005 ⁽¹⁾	01/13/2014	Common Stock
Incentive Stock Option (right to buy-DV000982)	\$ 17.9107					01/13/2005 ⁽¹⁾	01/13/2014	Common Stock
Incentive Stock Option (right to buy-DF902594)	\$ 18.3014					01/07/2006 ⁽¹⁾	01/07/2015	Common Stock
Incentive Stock Option (right to buy-DV000985)	\$ 18.3014					01/07/2006 ⁽¹⁾	01/07/2015	Common Stock
Incentive Stock Option (right to buy-T0001295)	\$ 18.3014					01/07/2006 ⁽¹⁾	01/07/2015	Common Stock
Incentive Stock Option (right to buy-DV000974)	\$ 18.3014					01/07/2006 ⁽¹⁾	01/07/2015	Common Stock
Incentive Stock Option (right to buy-DF004885)	\$ 25.6821					01/13/2007 ⁽¹⁾	01/13/2016	Common Stock
Incentive Stock Option (right to buy-DV000979)	\$ 25.6821					01/13/2007 ⁽¹⁾	01/13/2016	Common Stock
	\$ 30.1121					02/12/2008 ⁽¹⁾	02/12/2017	

Incentive Stock Option (right to buy-DF005338)								Common Stock
Incentive Stock Option (right to buy-DV000980)	\$ 30.1121					02/12/2008 ⁽¹⁾	02/12/2017	Common Stock
Non-Qualified Stock Option (right to buy-DF006424)	\$ 25.37					01/15/2009 ⁽²⁾	01/15/2018	Common Stock
Restricted Stock Units (DU003749)	\$ 0					01/13/2007 ⁽³⁾	01/13/2016	Common Stock
Restricted Stock Units (DV005425)	\$ 0					01/13/2007 ⁽³⁾	01/13/2016	Common Stock
Restricted Stock Units (DU003832)	\$ 0					02/12/2008 ⁽³⁾	02/12/2017	Common Stock
Restricted Stock Units (DV005219)	\$ 0					02/12/2008 ⁽³⁾	02/12/2017	Common Stock
Restricted Stock Units (DU004303)	\$ 0	01/15/2009		M	27,000 ⁽⁴⁾	01/15/2009 ⁽⁵⁾	01/15/2018	Common Stock
Call Option (obligation to sell) ⁽⁶⁾	\$ 13.35					12/05/2008	11/21/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ENGLES GREGG L 2515 MCKINNEY AVENUE, SUITE 1200 DALLAS, TX 75201	X		Chairman of the Board and	

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 shares of common stock subject to the Option vest ratably in three equal increments commencing on the first anniversary of the grant date.
 - (2) The shares of common stock subject to the Option, which is issued under the Company's 2007 Stock Incentive Plan, vest ratably in three equal increments commencing on the first anniversary of the grant date.

A Restricted Stock Unit, issued under the Company's 1989 Stock Awards Plan, is a right to receive one share of common stock of the
 - (3) 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, subject to certain accelerated vesting provisions.
 - (4) The reporting person was entitled to receive a total of 27,000 shares of common stock of the Issuer pursuant to the vesting provisions in the 2008 Award of Restricted Stock Units ("RSUs").

A Restricted Stock Unit, issued under the Company's 2007 Stock Incentive Plan, is a right to receive one share of common stock of the
 - (5) 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, subject to certain accelerated vesting provisions.
 - (6) The call option was granted by the reporting person in connection with a personal loan collateralized by shares of Dean Foods Company stock. The reporting person received no separate consideration for granting the call option.

Remarks:

SECOND OF TWO (2) 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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