

DEAN FOODS CO
Form 4
May 30, 2008

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BERNON ALAN J

(Last) (First) (Middle)

4301 BELCLAIRE AVENUE

(Street)

DALLAS, TX 75205

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/26/2008

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)

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) (A) or (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/26/2008		D	1,486 (1)	\$ 0 1,121,259.1354	D	

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

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information contained in this form are not
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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)

1. Title of Derivative Security	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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(Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Non-Qualified Stock Option (right to buy-DF004888)	\$ 25.6821						01/31/2007 ⁽²⁾	09/02/2008	Common Stock	27
Non-Qualified Stock Option (right to buy-DV000251)	\$ 25.6821						01/13/2007 ⁽²⁾	09/02/2008	Common Stock	12
Non-Qualified Stock Option (right to buy-NQ004887)	\$ 25.6821						01/13/2007 ⁽²⁾	09/02/2008	Common Stock	2
Non-Qualified Stock Option (right to buy-NQ004462)	\$ 25.6821						01/13/2007 ⁽²⁾	09/02/2008	Common Stock	1
Non-Qualified Stock Option (right to buy-DF005345)	\$ 30.1121						02/12/2008 ⁽²⁾	09/02/2008	Common Stock	47
Non-Qualified Stock Option (right to buy-DV000250)	\$ 30.1121						02/12/2008 ⁽²⁾	09/02/2008	Common Stock	22
Non-Qualified Stock Option (right to buy-NQ005340)	\$ 30.1121						02/12/2008 ⁽²⁾	09/02/2008	Common Stock	2
Non-Qualified Stock Option (right to buy-NQ000263)	\$ 30.1121						02/12/2008 ⁽²⁾	09/02/2008	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BERNON ALAN J 4301 BELCLAIRE AVENUE DALLAS, TX 75205	X

Signatures

Alan J. Bernon by Katherine K. Connell,
Attorney-In-Fact

05/30/2008

__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) Shares forfeited in connection with the reporting person's resignation as a member of the Issuer's Board of Directors.

(2) The shares of common stock subject to the Option became fully vested on September 28, 2007, pursuant to a separation agreement between Mr. Bernon and the Issuer, and the options will expire on September 2, 2008.

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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