DEAN FOODS CO Form 4 June 12, 2008

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

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or

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

See Instruction 1(b).

Form 5

obligations

may continue.

(Print or Type Responses)

1. Name and Address of Reporting Person * GREEN STEPHEN L

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Symbol DEAN FOODS CO [DF]

(First) (Middle) (Last)

3. Date of Earliest Transaction

X_ Director 10% Owner

(Check all applicable)

105 ROWAYTON AVENUE

06/10/2008

(Month/Day/Year)

Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

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

ROWAYTON, CT 06853

Security

(Instr. 3)

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned Ownership Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. 6. Date Exercisable and 7. Title and Amount 4 Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber **Expiration Date** Underlying Securitie Security or Exercise Code of (Month/Day/Year) (Instr. 3 and 4) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative

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	Derivative Security		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
		Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Non-Qualified Stock Option (right to buy DF003664)	\$ 21.4389			06/30/2004(1)	06/30/2014	Common Stock	7,50
Non-Qualified Stock Option (right to buy DV001442)	\$ 21.4389			06/30/2004(1)	06/30/2014	Common Stock	3,52
Non-Qualified Stock Option (right to buy T0000786)	\$ 21.4389			06/30/2004(1)	06/30/2014	Common Stock	1,38
Non-Qualified Stock Option (right to buy DV001440)	\$ 21.4389			06/30/2004(1)	06/30/2014	Common Stock	649
Non-Qualified Stock Option (right to buy DF905918)	\$ 23.9808			06/30/2005(1)	06/30/2015	Common Stock	7,50
Non-Qualified Stock Option (right to buy DV001429)	\$ 23.9808			06/30/2005(1)	06/30/2015	Common Stock	3,52
Non-Qualified Stock Option (right to buy DF005291)	\$ 25.3078			06/30/2006(1)	06/30/2016	Common Stock	7,50
Non-Qualified Stock Option (right to buy DV001430)	\$ 25.3078			06/30/2006(1)	06/30/2016	Common Stock	3,52
Non-Qualified Stock Option (right to buy DF005996)	\$ 31.87			06/29/2007(1)	06/29/2017	Common Stock	7,50

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Restricted Stock Units (DF905929)	\$ 0	06/30/2006(2)	06/30/2015	Common Stock	850
Restricted Stock Units (DV005399)	\$ 0	06/30/2006(2)	06/30/2015	Common Stock	399
Restricted Stock Units (DU003817)	\$ 0	06/30/2007(2)	06/30/2016	Common Stock	1,70
Restricted Stock Units (DU005203)	\$ 0	06/30/2007(2)	06/30/2016	Common Stock	798
Restricted Stock Units (DU003928)	\$ 0	06/29/2008(2)	06/29/2017	Common Stock	2,55

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
GREEN STEPHEN L 105 ROWAYTON AVENUE ROWAYTON, CT 06853	X					

Signatures

Katherine K. Connell, Attorney-In-Fact 06/12/2008

**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) 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.
- The reporting person has received an award of Restricted Stock Units ("RSUs") which is a right to receive shares of common stock of the (2) Issuer in the future, subject to the terms and conditions of the RSU Award Agreement. The RSUs vest annually, on a prorata basis, over a three year period beginning on the first anniversary date of the grant.

Remarks:

CONTINUED FORM PREVIOUS FORM 4 FILED ON THIS SAME DATE, NO TRANSACTIONS REPORTED ON THIS

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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