DEAN FOODS CO Form 4 January 05, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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(b).

Common

Common

Stock

Stock

12/31/2008

1. Name and Address of Reporting Person * TURNER JIM L		Symbol	•			5. Relationship of Reporting Person(s) to Issuer		
(Last)	, ,	ddle) 3. Date of (Month/Da	•			_X_ Director		6 Owner
	RAGES L.P., 5950 ANE STE 370	12/31/20	008			Defficer (gives	te title Oth below)	er (specify
	(Street)		ndment, Dat h/Day/Year)	Ü		6. Individual or . Applicable Line) _X_ Form filed by		
DALLAS, 7	ΓX 75225						More than One Ro	
(City)	(State) (Z	Zip) Table	I - Non-Do	erivative S	Securities Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securion Acquired Disposed (Instr. 3,	(A) or of (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)

2,025

(1)

\$0

204,681

8,828

D

I

A

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

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by spouse

(2)

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year			7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amor Nur of S	
Non-Qualified Stock Option (right to buy-SI901312)	\$ 8.0206					06/30/1999(3)	06/30/2009	Common Stock	5	
Non-Qualified Stock Option (right to buy-DV003967)	\$ 8.0206					06/30/1999(3)	06/30/2009	Common Stock	2	
Non-Qualified Stock Option (right to buy-SI701312)	\$ 8.0206					06/30/1999(3)	06/30/2009	Common Stock	10,	
Non-Qualified Stock Option (right to buy-DV003985)	\$ 8.0206					06/30/1999(3)	06/30/2009	Common Stock	5,0	
Non-Qualified Stock Option (right to buy-T0700754)	\$ 8.0206					06/30/1999(3)	06/30/2009	Common Stock	2,	
Non-Qualified Stock Option (right to buy-DV003976)	\$ 8.0206					06/30/1999(3)	06/30/2009	Common Stock	9	
Non-Qualified Stock Option (right to buy-SI801312)	\$ 8.0206					06/30/1999(3)	06/30/2009	Common Stock	5	
Non-Qualified Stock Option (right to	\$ 8.0206					06/30/1999(3)	06/30/2009	Common Stock	2	

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buy-DV003970)					
Non-Qualified Stock Option (right to buy-SI601312)	\$ 8.0206	06/30/1999(3)	06/30/2009	Common Stock	10,
Non-Qualified Stock Option (right to buy-DV003997)	\$ 8.0206	06/30/1999(3)	06/30/2009	Common Stock	5,
Non-Qualified Stock Option (right to buy-T0600753)	\$ 8.0206	06/30/1999(3)	06/30/2009	Common Stock	2,
Non-Qualified Stock Option (right to buy-DV003990)	\$ 8.0206	06/30/1999(3)	06/30/2009	Common Stock	9
Non-Qualified Stock Option (right to buy-SI701806)	\$ 9.3614	06/30/2000(3)	06/30/2010	Common Stock	11,
Non-Qualified Stock Option (right to buy-DV003986)	\$ 9.3614	06/30/2000(3)	06/30/2010	Common Stock	5,2
Non-Qualified Stock Option (right to buy-T0700756)	\$ 9.3614	06/30/2000(3)	06/30/2010	Common Stock	2,
Non-Qualified Stock Option (right to buy-DV003983)	\$ 9.3614	06/30/2000(3)	06/30/2010	Common Stock	9
Non-Qualified Stock Option (right to buy-SI601806)	\$ 9.3614	06/30/2000(3)	06/30/2010	Common Stock	11,
Non-Qualified Stock Option (right to buy-DV003994)	\$ 9.3614	06/30/2000(3)	06/30/2010	Common Stock	5,1
Non-Qualified Stock Option (right to buy-T0600755)	\$ 9.3614	06/30/2000(3)	06/30/2010	Common Stock	2,

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Non-Qualified Stock Option (right to buy-DV003989)	\$ 9.3614	06/30/2000(3)	06/30/2010	Common Stock	9
Non-Qualified Stock Option (right to buy-SF702508)	\$ 10.1707	06/29/2001(3)	06/29/2011	Common Stock	7,
Non-Qualified Stock Option (right to buy-DV003979)	\$ 10.1707	06/29/2001(3)	06/29/2011	Common Stock	3,4

Reporting Owners

Reporting Owner Name / Address	Relationships				
.r g	Director	10% Owner	Officer	Other	
TURNER JIM L JLT BEVERAGES L.P. 5950 SHERRY LANE STE 370 DALLAS, TX 75225	X				

Signatures

Angela B. Miro, Attorney-In-Fact

**Signature of Reporting Person Da

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).
- These are restricted shares issued under the Issuer's 2007 Stock Incentive Plan in payment of fees owed for services as an independent
- (1) director. All such shares are subject to vesting in three equal increments, with the first vesting occurring as of the date the shares were issued and then annually thereafter.
- (2) Mr. Turner disclaims beneficial ownership of all shares and options not directly owned by him.
- (3) 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.

Remarks:

FIRST OF THREE (3) FORM 4s FILED ON 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. 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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