

DEAN FOODS CO
Form 4
November 30, 2007

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 *
SCHENKEL PETE

(Last) (First) (Middle)

2515 MCKINNEY AVENUE, LB
30, 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)
11/28/2007

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)	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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	11/28/2007		M	50,000	A \$ 8.2601	153,386.0702	D
Common Stock	11/28/2007		S	1,000	D \$ 25.05	152,386.0702	D
Common Stock	11/28/2007		S	1,000	D \$ 25.12	151,386.0702	D
Common Stock	11/28/2007		S	2,000	D \$ 25.13	149,386.0702	D
Common Stock	11/28/2007		S	2,000	D \$ 25.15	147,386.0702	D
	11/28/2007		S	3,000	D \$ 25.16	144,386.0702	D

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Common Stock							
Common Stock	11/28/2007	S	1,000	D	\$ 25.19	143,386.0702	D
Common Stock	11/28/2007	S	1,000	D	\$ 25.2	142,386.0702	D
Common Stock	11/28/2007	S	3,000	D	\$ 25.21	139,386.0702	D
Common Stock	11/28/2007	S	4,000	D	\$ 25.22	135,386.0702	D
Common Stock	11/28/2007	S	2,000	D	\$ 25.23	133,386.0702	D
Common Stock	11/28/2007	S	13,700	D	\$ 25.25	119,686.0702	D
Common Stock	11/28/2007	S	5,900	D	\$ 25.26	113,786.0702	D
Common Stock	11/28/2007	S	5,900	D	\$ 25.27	107,886.0702	D
Common Stock	11/28/2007	S	4,000	D	\$ 25.28	103,886.0702	D
Common Stock	11/28/2007	S	500	D	\$ 25.3	103,386.0702	D
Common Stock	11/29/2007	M	13,000	A	\$ 8.2601	116,386.0702	D
Common Stock	11/29/2007	S	1,000	D	\$ 25.06	115,386.0702	D
Common Stock	11/29/2007	S	1,000	D	\$ 25.1	114,386.0702	D
Common Stock	11/29/2007	S	1,000	D	\$ 25.15	113,860.0702	D
Common Stock	11/29/2007	S	2,000	D	\$ 25.17	111,386.0702	D
Common Stock	11/29/2007	S	100	D	\$ 25.18	111,286.0702	D
Common Stock	11/29/2007	S	4,000	D	\$ 25.2	107,286.0702	D
Common Stock	11/29/2007	S	1,000	D	\$ 25.21	106,286.0702	D
Common Stock	11/29/2007	S	1,000	D	\$ 25.22	105,286.0702	D
	11/29/2007	S	1,900	D	\$ 25.25	103,386.0702	D

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Common
Stock

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

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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 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
Incentive Stock Option (right to buy - DF002189)	\$ 14.2466					01/06/2004 ⁽¹⁾	01/06/2013	Common Stock
Incentive Stock Option (right to buy - DV003521)	\$ 14.2466					01/06/2004 ⁽¹⁾	01/06/2013	Common Stock
Incentive Stock Option (right to buy - T0001054)	\$ 14.2466					01/06/2004 ⁽¹⁾	01/06/2013	Common Stock
Incentive Stock Option (right to buy - DV003528)	\$ 14.2466					01/06/2004 ⁽¹⁾	01/06/2013	Common Stock
Incentive Stock Option (right to buy - T0000101)	\$ 17.9107					01/13/2005 ⁽¹⁾	01/13/2004	Common Stock
Incentive Stock Option (right to buy - DV003509)	\$ 17.9107					01/13/2005 ⁽¹⁾	01/13/2004	Common Stock
	\$ 17.9107					01/13/2005 ⁽¹⁾	01/13/2014	

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Incentive Stock Option (right to buy - T0001706)								Common Stock
Incentive Stock Option (right to buy - DV003526)	\$ 17.9107					01/13/2005 ⁽¹⁾	01/13/2004	Common Stock
Incentive Stock Option (right to buy - DV003524)	\$ 18.3014					01/07/2006 ⁽¹⁾	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy - T0000559)	\$ 7.1707					01/04/2001 ⁽¹⁾	01/04/2010	Common Stock
Non-Qualified Stock Option (right to buy - DV003507)	\$ 7.1707					01/04/2001 ⁽¹⁾	01/04/2010	Common Stock
Non-Qualified Stock Option (right to buy - T0000620)	\$ 7.1707					01/04/2001 ⁽¹⁾	01/04/2010	Common Stock
Non-Qualified Stock Option (right to buy - DV003515)	\$ 7.1707					01/04/2001 ⁽¹⁾	01/04/2010	Common Stock
Non-Qualified Stock Option (right to buy - SF002279)	\$ 8.2601	11/28/2007	M	50,000		01/22/2002 ⁽¹⁾	01/22/2011	Common Stock
Non-Qualified Stock Option (right to buy - SF002279)	\$ 8.2601	11/29/2007	M	13,000		01/22/2002 ⁽¹⁾	01/22/2011	Common Stock
Non-Qualified Stock Option (right to buy - DV003506)	\$ 8.2601					01/22/2002 ⁽¹⁾	01/22/2011	Common Stock
Non-Qualified Stock Option (right to buy - T0000629)	\$ 8.2601					01/22/2002 ⁽¹⁾	01/22/2011	Common Stock
	\$ 8.2601					01/22/2002 ⁽¹⁾	01/22/2011	

Non-Qualified Stock Option (right to buy - DV003517)					Common Stock
Non-Qualified Stock Option (right to buy - DF001746)	\$ 11.6934		01/14/2003 ⁽¹⁾	01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy - DV003527)	\$ 11.6934		01/14/2003 ⁽¹⁾	01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy - T0000630)	\$ 11.6934		01/14/2003 ⁽¹⁾	01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy - DV003518)	\$ 11.6934		01/14/2003 ⁽¹⁾	01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy - DF001397)	\$ 11.6934		01/14/2003 ⁽¹⁾	01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy - DV003522)	\$ 11.6934		01/14/2003 ⁽¹⁾	01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy - T0000628)	\$ 11.6934		01/14/2003 ⁽¹⁾	01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy - DV003516)	\$ 11.6934		01/14/2003 ⁽¹⁾	01/14/2012	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHENKEL PETE 2515 MCKINNEY AVENUE, LB 30, SUITE 1200 DALLAS, TX 75201	X			

Signatures

Pete Schenkel

11/30/2007

**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.

Remarks:

CONTINUED ON ADDITIONAL FORM 4 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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