

Kemps Steven J
 Form 4
 February 17, 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 *
Kemps Steven J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2515 MCKINNEY AVENUE, SUITE 1200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/12/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, General Counsel and

DALLAS, TX 75201

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/12/2009		M	2,058	A \$ 0 ⁽¹⁾	6,407	D
Common Stock	02/12/2009		F	628	D \$ 20.07 ⁽¹⁾	5,779	D

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

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SEC 1474 (9-02)

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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 Amount of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Units (DU003844)	\$ 0	02/12/2009		M	1,400 (1)	02/12/2008 ⁽²⁾ 02/12/2017	Common Stock	1,400
Restricted Stock Units (DV005231)	\$ 0	02/12/2009		M	658 (1)	02/12/2008 ⁽²⁾ 02/12/2017	Common Stock	658

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kemps Steven J 2515 MCKINNEY AVENUE SUITE 1200 DALLAS, TX 75201			EVP, General Counsel and	

Signatures

Katherine K. Connell, Attorney
In Fact
Date: 02/17/2009

__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).

The reporting person received a total of 2,058 shares of Common Stock of the Issuer pursuant to the vesting provisions in the award of restricted stock units. A total of 628 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 1,430 net shares of Common Stock.

The reporting person has received an award of restricted stock units, which is the right to receive shares of Common Stock of the Issuer in the future, subject to the terms and conditions of the award agreement. The units vest annually, on a pro rata basis, over a five year period beginning on the first anniversary of the grant date, subject to certain accelerated vesting provisions.

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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