

DEAN FOODS CO
Form DEFA14A
May 08, 2007

OMB APPROVAL

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Dean Foods Company

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

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o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

[DEAN LETTERHEAD]

May 7, 2007

Dear Fellow Dean Foods Shareholder:

The Board of Directors is asking shareholders to approve our 2007 Equity Incentive Plan at our annual shareholders meeting on May 18, 2007. We strongly believe that the Plan is essential to our continuing efforts to build shareholder value.

As you will see from the presentation:

Our equity awards foster an ownership culture and are a critical tool for driving shareholder value and for recruiting, retaining and motivating employees.

The terms of our annual equity awards are designed to align the interests of our employees with the interests of our shareholders.

If our shareholders do not approve the Plan, we will be unable to use equity as part of our compensation program, compromising our ability to continue to build the New Dean Foods and enhance shareholder value.

Please support our efforts to build shareholder value by voting **FOR** approval of the Plan, as well as by following the Board's voting recommendations on the other agenda items. Thank you.

Sincerely,

/s/Gregg L. Engles

Gregg L. Engles

Chairman of the Board and

Chief Executive Officer
