SECURITIES AND EXCHANGE COMMISSION

FORM 10-K

Annual report pursuant to section 13 and 15(d)

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DEAN FOODS CO

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SIC: **2024** Ice cream & frozen desserts

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

Form 10-K

(Mark One)

☑ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For The Fiscal Year Ended December 31, 2011

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Transition Period from to

Commission File Number 001-12755

Dean Foods Company
(Exact name of Registrant as specified in its charter)

Delaware	**75-2559681**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

2711 North Haskell Avenue Suite 3400
Dallas, Texas 75204
(214) 303-3400
(Address, including zip code, and telephone number, including area code, of Registrant' s principal executive offices)

Securities Registered Pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, $.01par value	**New York Stock Exchange**

Securities Registered Pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned-issuer, as defined in Rule 405 of the Securities Act. Yes ☑ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☑

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☑ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant' s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K ☑

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☑ Accelerated filer ☐ Non-accelerated filer ☐ (Do not check if a smaller reporting company) Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☑

The aggregate market value of the registrant' s voting and non-voting common stock held by non-affiliates of the registrant at June 30, 2011, based on the $12.27 per share closing price for the registrant' s common stock on the New York Stock Exchange on June 30, 2011, was approximately $2.20 billion.

The number of shares of the registrant' s common stock outstanding as of February 17, 2012 was 184,235,408.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant' s definitive Proxy Statement for its Annual Meeting of Stockholders to be held on or about May 16, 2012, which will be filed within 120 days of the registrant' s fiscal year end, are incorporated by reference into Part III of this Annual Report on Form 10-K.

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Forward-Looking Statements

This Annual Report on Form 10-K (the "Form 10-K") contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, which are subject to risks, uncertainties and assumptions that are difficult to predict. Forward-looking statements are predictions based on expectations and projections about future events, and are not statements of historical fact. Forward-looking statements include statements concerning business strategy, among other things, including anticipated trends and developments in and management plans for our business and the markets in which we operate. In some cases, you can identify these statements by forward-looking words, such as "estimate," "expect," "anticipate," "project," "plan," "intend," "believe," "forecast," "foresee," "likely," "may," "should," "goal," "target," "might," "will," "could," "predict," and "continue," the negative or plural of these words and other comparable terminology. All forward-looking statements included in this Form 10-K are based upon information available to us as of the filing date of this Form 10-K, and we undertake no obligation to update any of these forward-looking statements for any reason. You should not place undue reliance on forward-looking statements. The forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance, or achievements to differ materially from those expressed or implied by these statements. These factors include the matters discussed in the section entitled "Part I − Item 1A − Risk Factors" in this Form 10-K, and elsewhere in this Form 10-K. You should carefully consider the risks and uncertainties described in this Form 10-K.

PART I

Item 1. *Business*

We are a leading food and beverage company in the United States, as well as a global leader in branded plant-based beverages, such as soy, almond and coconut milks, and other plant-based food products. As we continue to evaluate and seek to maximize the value of our leading brands and product offerings, we have aligned our leadership teams, operating strategies and supply chain initiatives around our three business segments: Fresh Dairy Direct, WhiteWave-Alpro and Morningstar. Fresh Dairy Direct is the largest processor and distributor of milk and other dairy products in the United States, with products sold under more than 50 familiar local and regional brands and a wide array of private labels. WhiteWave-Alpro markets and sells a variety of nationally branded dairy and dairy-related products, such as *Horizon Organic*® milk and other dairy products, *International Delight*® coffee creamers and *LAND O LAKES*® creamers and fluid dairy products, and *Silk*® plant-based beverages, such as soy, almond and coconut milks, and cultured soy products. WhiteWave-Alpro also offers branded plant-based beverages, such as soy, almond and hazelnut drinks, and food products in Europe and markets its products under the *Alpro*® and *Provamel*® brands. Morningstar is a leading producer of extended shelf life ("ESL") creams and creamers, beverages and cultured dairy products under a wide array of private labels and the *Friendship*™ brand.

Our principal executive offices are located at 2711 North Haskell Avenue, Suite 3400, Dallas, Texas 75204. Our telephone number is (214) 303-3400. We maintain a worldwide web site at www.deanfoods.com. We were incorporated in Delaware in 1994.

Our Reportable Segments

We have three reportable segments, Fresh Dairy Direct, WhiteWave-Alpro and Morningstar.

In the fourth quarter of 2011, our Chief Executive Officer, who is our chief operating decision maker, changed the way he determines strategy and investment plans for our operations. As a result, beginning in the fourth quarter of 2011, our Fresh Dairy Direct and Morningstar operations were separated so that our three reporting segments consisted of Fresh Dairy Direct, WhiteWave-Alpro and Morningstar. This change reflects the divergence between the go-to market strategies, customer bases and objectives of our businesses and reflects a change in how we expect to deploy our capital in the future. We believe these revised segments have increased internal focus and offered management and investors improved visibility into the performance of the segments against their specific objectives. All segment results set forth herein have been recast to present results on a comparable basis. These changes had no impact on consolidated net sales or operating income.

During the second quarter of 2010, we committed to a plan to sell the business operations of our Rachel' s Dairy companies ("Rachel' s"), which provided organic branded dairy-based chilled yogurt, milk and related dairy products primarily in the United

Kingdom. The sale of these operations was completed on August 4, 2010. All of our Rachel' s operations, previously reported within the WhiteWave-Alpro segment, have been reclassified as discontinued operations. See Note 2 to our Consolidated Financial Statements. Unless stated otherwise, any reference to income statement items in this Annual Report on Form 10-K refers to results from continuing operations.

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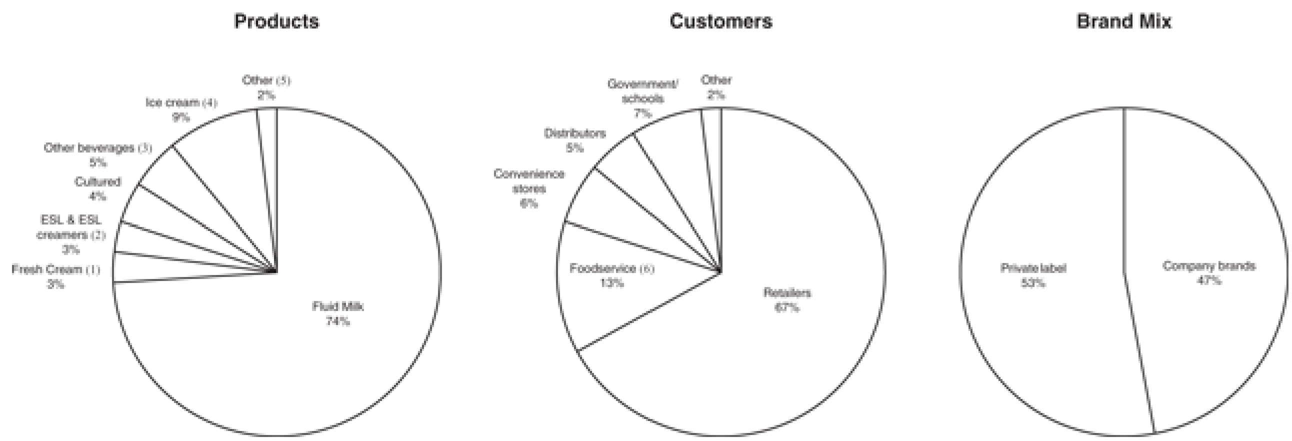
Fresh Dairy Direct

Fresh Dairy Direct manufactures, markets and distributes a wide variety of branded and private label dairy case products, including milk, ice cream, cultured dairy products, creamers, juices and teas to retailers, foodservice outlets, distributors, educational institutions and governmental entities across the United States.

Fresh Dairy Direct' s net sales totaled $9.6 billion in 2011, or approximately 74% of our consolidated net sales. The following charts graphically depict Fresh Dairy Direct' s 2011 net sales by product, customer and volume mix of company branded versus private label products.



(1) Includes half-and-half and whipping cream.
(2) Includes creamers and other ESL fluids.
(3) Includes fruit juice, fruit-flavored drinks, iced tea and water.
(4) Includes ice cream, ice cream mix and ice cream novelties.
(5) Includes items for resale such as butter, cheese, eggs and milkshakes.
(6) Includes restaurants, hotels and other foodservice outlets.

Fresh Dairy Direct sells its products under local and regional proprietary or licensed brands. Products not sold under these brands are sold as private label. Fresh Dairy Direct sells its products primarily on a local or regional basis through its local and regional sales forces, although some national customer relationships are coordinated by a centralized corporate sales department. Fresh Dairy Direct' s largest customer is Wal-Mart, including its subsidiaries such as Sam' s Club, which accounted for approximately 22% of Fresh Dairy Direct' s net sales in 2011.

As of December 31, 2011, Fresh Dairy Direct' s local and regional proprietary and licensed brands included the following:

Alta Dena®	Dairy Fresh®	Mayfield®	Robinson™
Arctic Splash®	Dean' s®	McArthur®	Saunders™
Atlanta Dairies®	Dipzz®	Meadow Brook®	Schenkel' s All*Star™
Barbers®	Fieldcrest®	Meadow Gold®	Schepps®
Barbe' s®	Foremost® (licensed brand)	Mile High Ice Cream™	Shenandoah' s Pride®
Berkeley Farms®	Gandy' s™	Model Dairy®	Stroh' s®
Borden® (licensed brand)	Garelick Farms®	Morning Glory®	Swiss Dairy™
Broughton™	Hershey' s® (licensed brand)	Nature' s Pride®	Swiss Premium™
Brown Cow®	Hygeia®	Nurture®	Trumoo®
Brown' s Dairy®	Jilbert™	Nutty Buddy®	T.G. Lee®
Bud' s Ice Cream™	Knudsen® (licensed brand)	Oak Farms®	Tuscan®
Chug®	*LAND O LAKES*® (licensed brand)	Over the Moon®	Turtle Tracks®

Country Churn®
Country Delite™
Country Fresh®
Country Love®
Creamland™

Land-O-Sun & design®
Lehigh Valley Dairy Farms®
Liberty™
Louis Trauth Dairy Inc.®
Maplehurst®

Pet® (licensed brand)
Pog® (licensed brand)
Price' s™
Purity™
Reiter™

Verifine®
Viva®

Fresh Dairy Direct currently operates 77 manufacturing facilities in 33 states located largely based on customer needs and other market factors. For more information about facilities in Fresh Dairy Direct, see "Item 2. Properties." Due to the perishable nature of its products, Fresh Dairy Direct delivers the majority of its products directly to its customers' locations in refrigerated trucks or trailers that we own or lease. This form of delivery is called a "direct store delivery" or "DSD" system. We believe that Fresh Dairy Direct has one of the most extensive refrigerated DSD systems in the United States.

The primary raw material used in Fresh Dairy Direct products is conventional raw milk (which contains both raw milk and butterfat) that we purchase primarily from farmers' cooperatives, as well as from independent farmers. The federal government and certain state governments set minimum prices for raw milk and butterfat on a monthly basis. Another significant raw material used by Fresh Dairy Direct is resin, which is a fossil fuel-based product used to make plastic bottles. The price of resin fluctuates based on changes in crude oil and natural gas prices. Other raw materials and commodities used extensively by Fresh Dairy Direct include diesel fuel, used to operate our extensive DSD system, and juice concentrates and sweeteners used in our products. Fresh Dairy Direct generally increases or decreases the prices of its fluid dairy products on a monthly basis in correlation with fluctuations in the costs of raw materials, packaging supplies and delivery costs. However, in some cases, we are subject to the terms of sales agreements with respect to the means and/or timing of price increases, particularly for non-dairy input costs such as diesel and resin.

Fresh Dairy Direct has several competitors in each of its major product and geographic markets. Competition between dairy processors for shelf-space with retailers is based primarily on price, service, quality and the expected or historical sales performance of the product compared to its competitors. In some cases Fresh Dairy Direct pays fees to customers for shelf-space. Competition for consumer sales is based on a variety of factors such as brand recognition, price, taste preference and quality. Dairy products also compete with many other beverages and nutritional products for consumer sales.

The dairy industry is a mature and fragmented industry that has traditionally been characterized by slow to flat growth and low profit margins. According to the United States Department of Agriculture ("USDA"), per capita consumption of fluid milk continues to decline. As a result of the current economic climate and historically high retail prices, the fluid milk category has posted declining volumes over the last several years. In addition, the industry has experienced retail and wholesale margin erosion, as conventional milk prices have increased steadily from 2009 through 2011. During the fourth quarter of 2011, milk prices decreased slightly, and retailers did not fully reflect such declines in shelf pricing, which partially restored the historical price relationship between branded and private label milk and allowed our regional brands to compete more effectively during the quarter. Our fluid milk volumes, in general, outpaced the industry due to the addition of new customers during the second half of 2011. Despite ongoing challenges to our sales volume performance, we expect our fluid milk volumes to remain flat in the near term.

To further improve profitability and stabilize margin erosion, we will continue to place an emphasis on cost reduction in 2012. Organizational changes are in process to reduce our total cost to serve and our selling and general and administrative costs. We remain focused on sustaining positive cash flow and net debt reduction.

For more information on factors that could impact Fresh Dairy Direct, see "− Government Regulation − Milk Industry Regulation", "Part II − Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations − Known Trends and Uncertainties − Prices of Raw Milk and Other Inputs," as well as Note 19 to our Consolidated Financial Statements.

WhiteWave-Alpro

WhiteWave-Alpro develops, manufactures, markets and sells a variety of nationally branded dairy and dairy-related products, such as *Horizon Organic* milk and other dairy products, *International Delight* coffee creamers and *LAND O LAKES* creamers and fluid dairy products, and *Silk* plant-based beverages, such as soy, almond and coconut milks, and cultured soy products. WhiteWave-Alpro also offers branded plant-based beverages, such as soy, almond and hazelnut drinks, and food products in Europe and markets its products under the *Alpro* and *Provamel* brands.

WhiteWave-Alpro's net sales totaled $2.1 billion in 2011, or approximately 16% of our consolidated net sales. WhiteWave-Alpro sells its products to a variety of customers, including grocery stores, club stores, natural foods stores, mass merchandisers, convenience stores, drug stores and foodservice outlets. WhiteWave-Alpro sells its products primarily through its internal sales forces and independent brokers. WhiteWave-Alpro’ s largest customer is Wal-Mart, including its subsidiaries such as Sam’ s Club, which accounted for approximately 16% of WhiteWave-Alpro’ s net sales in 2011. Approximately 83% of WhiteWave-Alpro’ s net sales are domestic.

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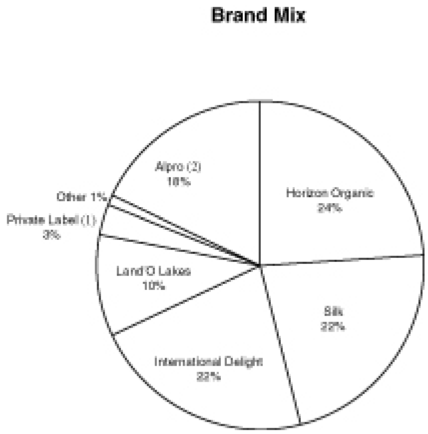
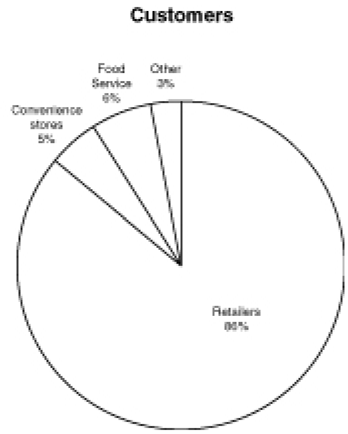
The following charts graphically depict WhiteWave-Alpro' s 2011 net sales by brand mix and customers:





(1) Includes private label organic milk and plant-based products.

(2) Includes both *Alpro* and *Provamel* brands in Europe.

WhiteWave-Alpro currently operates five domestic and four international manufacturing facilities. For more information about our WhiteWave-Alpro facilities, see "Item 2. Properties." The remaining products are manufactured by third-party manufacturers under processing agreements. The majority of WhiteWave-Alpro' s products are delivered through warehouse delivery systems.

The primary raw material used in our organic milk-based products is organic raw milk. We currently work with more than 600 dairy farmers across the United States and purchase 93% of our organic raw milk from this network. The balance of our organic raw milk is sourced from two farms that we own. We generally enter into supply agreements with organic dairy farmers with typical terms of two to five years, which obligate us to purchase certain minimum quantities of organic raw milk. The organic dairy industry continues to experience significant swings in supply and demand. Industry regulation and the costs of organic farming compared to the cost for conventional farming can impact the supply of organic raw milk in the market.

The primary raw materials used in our creamer products are conventional raw milk, palm oil, flavorings and sweeteners. Certain of these raw materials are purchased under long-term contracts to better manage the supply and costs of our inputs.

The primary raw materials used in our plant-based products include non-genetically modified ("non-GMO") soybeans, organic soybeans and almonds. Soybeans and almonds are generally available from several suppliers and we are not dependent on any single supplier for these raw materials.

WhiteWave-Alpro has several competitors in each of its product markets. Competition to obtain shelf-space with retailers for a particular product is based primarily on brand recognition and the expected or historical sales performance of the product compared to its competitors. In some cases, WhiteWave-Alpro pays fees to retailers to obtain shelf-space for its products. Competition for consumer sales is based on many factors, including brand recognition, price, taste preferences and quality. Consumer demand for plant-based and organic beverages and foods has grown in recent years due to growing consumer confidence in the health benefits attributable to these products, and we believe WhiteWave-Alpro has a leading position in these categories.

For more information on factors that could impact the results of WhiteWave-Alpro, see "− Government Regulation − Organic Regulations," "Part II − Item 7. Management' s Discussion and Analysis of Financial Condition and Results of Operations −Known Trends and Uncertainties − Prices of Raw Milk and Other Inputs," as well as Note 19 to our Consolidated Financial Statements.

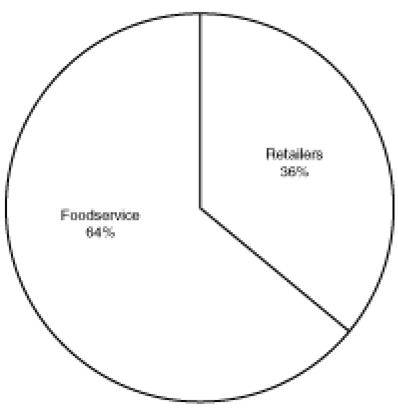
Morningstar

Morningstar Foods is a leading U.S. manufacturer of extended shelf life ("ESL") creams and creamers, beverages and cultured dairy products with an emphasis on foodservice and private label retail customers. These products include half and half, whipping cream, ice cream mix, value-added milks, sour cream and cottage cheese and are sold under a wide array of private labels and the *Friendship* brand. In addition to being sold through retailers for at-home consumption, these products are important ingredients for restaurant menu items such as desserts, soups, and coffee-specialty drinks.

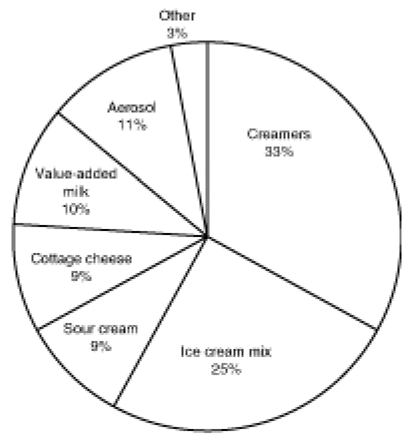
Morningstar' s net sales totaled $1.3 billion in 2011, or approximately 10% of our consolidated net sales. Morningstar sells its products to a variety of customers, including foodservice distributors, national restaurant chains, grocery stores and mass merchandisers. Morningstar sells its products through its internal sales force and independent brokers. Morningstar' s largest customer accounted for approximately 15% of Morningstar' s net sales in 2011.

The following charts graphically depict Morningstar' s 2011 net sales by customer and product.

Customers



Products



Morningstar currently operates 12 manufacturing facilities domestically and has one of the most extensive manufacturing networks for these products in the United States. For more information about our Morningstar facilities, see "Item 2. Properties." Morningstar' s products are delivered through warehouse delivery systems.

The primary raw materials used in Morningstar products are conventional raw milk and bulk cream. Cream is priced based on a multiple of the grade AA butter price and Class II butterfat price. The federal government and certain state governments set minimum prices for bulk cream and butterfat on a monthly basis. The pass-through mechanism for bulk cream and butterfat inputs differs from the fluid milk pricing mechanism in that Morningstar' s products are generally priced before input costs are known. Morningstar works to pass through changes in bulk cream and butterfat costs through a mix of forecast pricing, true-up pricing and the direct, but lagged, pass-through of input cost changes. As a result, changes in bulk cream and butterfat prices can have a significant impact on Morningstar' s profitability from period to period.

Morningstar has several competitors in each of its customer channels and major products. Competition within foodservice and retail customers is based primarily on quality, price and service. Competition for consumer sales is based on a variety of factors such as price, taste preference and quality. Dairy products also compete with many other products for consumer sales.

For more information on factors that could impact Morningstar, see "− Government Regulation − Milk Industry Regulation", "Part II − Item 7. Management' s Discussion and Analysis of Financial Condition and Results of Operations − Known Trends and Uncertainties − Prices of Raw Milk and Other Inputs," as well as Note 19 to our Consolidated Financial Statements.

Current Business Strategy

The evolution of Dean Foods into a leading dairy processor began in the early nineties with an acquisition-focused strategy centered on creating scale to align with a consolidating customer base. Between 1993 and 2009, we completed more than 40 acquisitions of high quality dairies, dairy products and plant-based brands, increasing net sales from $150 million to more than $13 billion in 2011. We believe our portfolio of manufacturing and distribution assets enables us to offer regional and national branded and private label products across a variety of product categories, ranging from short shelf life (less than 20 days) to extended shelf life ("ESL") (45 to 60 days) to shelf stable products (6 to 12 months), to customers in a cost effective manner. We believe that Fresh Dairy Direct operates one of the most extensive refrigerated DSD networks in the United States, WhiteWave-Alpro maintains significant share positions in plant-based beverages and other plant-based food products, organic dairy and creamers in the United States and Europe, and Morningstar maintains a leading position within the cultured and ESL product categories.

Each of our three reporting segments, Fresh Dairy Direct, WhiteWave-Alpro and Morningstar, operates a distinct business, and we have developed separate strategies to address their respective sets of business opportunities and challenges. As explained more fully below, our Fresh Dairy Direct strategy focuses on reducing cost and increasing profitability. In contrast, we believe WhiteWave-Alpro and Morningstar are well positioned to build on the continuing growth of their respective businesses, and we have developed strategies to further expand that growth while continuing to focus on cost reduction and capability building.

Fresh Dairy Direct

Fresh Dairy Direct' s strategy is to achieve significantly lower costs and use those lower costs to win new customers and grow profitability. To build the core business while meeting current market challenges and customer expectations, Fresh Dairy Direct focuses on the following:

Driving volume gains through the acquisition of new customers;

Actively managing commodity input costs in an inflationary environment to maximize profitable growth; and

Aligning our field and support functions under a single leadership team to best serve our customers, permanently remove costs and improve profitability.

WhiteWave-Alpro

WhiteWave-Alpro competes in categories such as organic milk, creamers and plant-based beverages (such as soy, almond, coconut and hazelnut drinks) that we believe have strong long-term growth potential due to their relative immaturity, low household penetration numbers and strong consumer interest. Within these categories, WhiteWave-Alpro brands are often category leaders. To further build growth, the WhiteWave-Alpro strategy encompasses the following:

Expanding the plant-based beverage category' s scope by further expansion with products such as almond, coconut and hazelnut drinks, and continuing to innovate behind the *Silk* and *Alpro* brands;

Investing in emerging and alternative channels and expanding the geography and platform of our portfolio;

Reducing costs to increase profitability, including creation of a new, centrally-located U.S. production facility to add needed capacity and further optimize the supply chain for growth;

Developing commercial, marketing, innovation, customer logistics, financial management and strategic sales capabilities to enhance growth within the organization; and

Continuing to support our environment, community and employees through sustainability efforts, building organizational diversity and safeguarding the unique culture and reputation of the organization.

Morningstar

Morningstar' s business is centered around ESL creams and creamers, beverages and cultured dairy products for foodservice and private label retailers. We believe this business has strong growth potential due to ongoing growth in restaurant dessert and indulgent beverage programs, such as specialty coffees, milkshakes and smoothies, and the increasing penetration of private label products. The Morningstar strategy focuses on the following:

Continuing to gain new points of distribution in our core categories within our core customer segments;

Working with our customers to increase sales velocity of our products by growing private label shares of our categories and increasing the presence and attractiveness of our products on our customers' menus;

Reducing operational costs through productivity, simplification of our business and optimization of our manufacturing network; and

Continuing product development, commercialization and strategic sales efforts to enhance growth.

Corporate Responsibility

Within these strategies, a sense of corporate responsibility remains an integral part of our efforts, despite the economic challenges we have faced. As we work to strengthen our business, we are committed to do it in a way that is right for our employees, shareholders, consumers, customers and the environment. We intend to realize savings by reducing waste and duplication while we continue to support programs that improve our local communities.

Seasonality

Our business is affected by seasonal changes in the demand for dairy products. The demand for dairy is fairly stable through the first three quarters of the year with a marked increase in the fourth quarter. Fluid milk volumes tend to decrease in the second and third quarters of the year primarily due to the reduction in dairy consumption associated with our school business. However, this drop in volumes is typically offset by the increase in ice cream and ice cream mix consumption during the summer months. Sales volumes are typically higher in the fourth quarter associated with increased dairy consumption, especially fresh cream and creamers, during seasonal holidays. Because certain of our operating expenses are fixed, fluctuations in volumes and revenue from quarter to quarter may have a material effect on operating income for the respective quarters.

Intellectual Property

We are continually developing new technology and enhancing existing proprietary technology related to our dairy operations. As of December 31, 2011, 16 United States and 6 international patents have been issued to us and 21 United States and 45 international patent applications are pending. We primarily rely on a combination of trademarks, copyrights, trade secrets, confidentiality procedures and contractual provisions to protect our technology and other intellectual property rights. Despite these protections, it may be possible for unauthorized parties to copy, obtain or use certain portions of our proprietary technology or trademarks.

Research and Development

With our state-of-the-art research and development ("R&D") facility, we utilize our team of top consumer packaged goods talent to generate and test new product concepts, new flavors and packaging. Our total R&D expense was $19.7 million, $ 25.8 million and $25.5 million for 2011, 2010 and 2009, respectively.

Developments since January 1, 2011

Competitive Pressures and Consumer Environment − As a result of the current economic climate and historically high retail prices, the fluid milk category has posted declining volumes over the last several years. In addition, the industry has experienced retail and wholesale margin erosion, as conventional milk prices have increased steadily from 2009 through 2011. During the fourth quarter of 2011, milk prices decreased slightly, and retailers did not fully reflect such declines in shelf pricing, which partially restored the historical price relationship between branded and private label milk and allowed our regional brands to compete more effectively during the quarter. Our fluid milk volumes, in general, outpaced the industry due to the addition of new customers during the second half of 2011. Despite ongoing challenges to our sales volume performance, we expect our fluid milk volumes to remain flat in the near term.

To improve profitability and to stabilize margin erosion, we will continue to emphasize cost reduction in 2012. Organizational changes are in process to reduce our total cost to serve and our selling and general and administrative costs. We remain focused on sustaining positive cash flow and net debt reduction.

Conventional Milk Environment − Conventional milk prices increased sharply in March of 2011 and continued to increase through the third quarter of 2011, before gradually declining in the fourth quarter. Class I and Class II butterfat prices were the highest the industry has experienced in recent history, and all Class I and Class II pricing remains significantly higher than 2010. This significant increase in conventional milk prices during 2011 was a result of limited inventories of butterfat and nonfat solids coupled with strong demand for butter, nonfat dry milk and cheese both domestically and internationally. After declining modestly throughout the first quarter, we expect Class I and Class II pricing to remain relatively flat throughout 2012.

Goodwill Impairment − During the third quarter of 2011, we performed a step one interim goodwill analysis of our Fresh Dairy Direct reporting unit. A prolonged economic decline has resulted in significantly lower consumer spending, declining volumes in the fluid milk industry and increased competitive pricing pressures that are unlikely to improve materially. These conditions have continued to affect both consumption and pricing in our Fresh Dairy Direct product categories, which culminated in a change to our outlook for that business.

Based on the results of the step one analysis, we determined that the carrying value of our Fresh Dairy Direct reporting unit exceeded its fair value; therefore, we were required to perform step two of the impairment analysis to determine the amount of goodwill impairment to be recorded. The amount of the impairment was calculated by comparing the implied fair value of the goodwill to its carrying amount, which required us to allocate the fair value determined in the step one analysis to the individual assets and liabilities of the reporting unit. Any remaining fair value represented the implied fair value of goodwill on the testing date.

Based on the step two valuation, we concluded the implied fair value of our Fresh Dairy Direct goodwill was $87 million. Accordingly, we recorded a $2.1 billion non-cash charge ($1.6 billion net of tax) in 2011. This impairment charge did not impact our operations, compliance with our debt covenants or our cash flows. We assessed each of our reporting units for impairment during the fourth quarter of 2011 in connection with our annual impairment test, which is conducted annually as of December 1, and concluded there was no goodwill impairment for our WhiteWave, Morningstar or Alpro reporting units and no additional goodwill impairment for our Fresh Dairy Direct reporting unit. Additionally, in connection with our annual impairment testing, we concluded that none of our indefinite-lived trademarks were impaired. See Note 6 to our Consolidated Financial Statements for further information with respect to our interim and annual goodwill impairment testing.

Facility Closing and Reorganization Activities − In an effort to continue to optimize our distribution network, we closed two production facilities and a number of distribution facilities within Fresh Dairy Direct during 2011. Additionally, we incurred charges related to workforce reductions under our organization optimization and department realignment initiatives. We recorded facility closing and reorganization costs of $45.7 million in 2011.

During the first quarter of 2012, our management team reassessed our company-wide strategy, resulting in a shift in focus to deploying our capital and strategically investing in the value-added segments of our business. With this new strategy, our goal is to invest our strategic capital primarily in those initiatives that yield higher returns over shorter time frames. In connection with this change, our management team approved a cost reduction plan that is focused on aligning key functions within the Fresh Dairy Direct organization under a single leadership team and permanently removing costs from the Fresh Dairy Direct organization as well as certain functions that support this segment of our business. We expect to incur charges of approximately $25 million under this initiative, primarily related to workforce reduction costs, the write-down of certain information technology assets and costs associated with exiting other commitments deemed not necessary to execute our new strategy.

We continue to look for areas of opportunity and will likely incur additional costs related to these efforts and other initiatives in the near term as we continue to transform our business. See Note 16 to our Consolidated Financial Statements for more information regarding our facility closing and reorganization activities.

Management Changes − In connection with our decision to combine the supply chain and sales and distribution functions of Fresh Dairy Direct under a single leadership team, effective February 4, 2012, we eliminated Christopher Sliva' s position as Chief Commercial Officer. Gregg Tanner assumed the role of President of Fresh Dairy Direct, in addition to continuing to serve in his current role as our Chief Supply Chain Officer. Additionally, effective February 4, 2012, we eliminated Greg McKelvey' s position as Chief Strategy and Transformation Officer.

Mr. Sliva and Mr. McKelvey each received benefits in accordance with our Executive Severance Pay Plan, filed with the SEC as Exhibit 10.1 to our Current Report on Form 8-K on November 19, 2010.

DOJ Litigation Settlement − In March 2011 we reached a settlement with the United States Department of Justice ("DOJ") and the States of Wisconsin, Illinois and Michigan related to our acquisition of the Consumer Products Division of Foremost Farms USA in April 2009. Pursuant to the settlement, we sold the fluid milk operations at our Fresh Dairy Direct manufacturing facility in Waukesha, Wisconsin ("Waukesha") on September 8, 2011. See Notes 2 and 18 to our Consolidated Financial Statements. This operation did not meet the requirements to be accounted for as a discontinued operation.

Tennessee Dairy Farmer Action Settlement − On July 12, 2011, we entered into a settlement agreement with the class plaintiffs in the dairy farmer actions. Under the proposed settlement agreement, we agreed to pay a total of up to $140 million over a period of four to five years into a fund for distribution to dairy farmer class members in a number of Southeastern states.

On July 28, 2011, the Court issued an order partially decertifying the dairy farmer plaintiff class with which we had previously entered into the settlement agreement. In order to pursue a final and certain resolution consistent with the terms of the settlement agreement, we filed a motion with the Court on August 5, 2011 to vacate preliminary approval of the settlement agreement, defer associated deadlines related to the settlement, and to clarify the role of class counsel in light of the Court' s decertification order. The motion was granted by the Court and a Memorandum Opinion was issued on August 31, 2011. On December 27, 2011, interim counsel for the putative Dairy Farmers of America ("DFA") member subclass filed a motion to certify the DFA subclass for settlement purposes and to reinstate preliminary approval of the July 12, 2011 settlement agreement. On February 14, 2012, the Court granted preliminary approval of the settlement agreement, and set May 15, 2012 as the date to consider final approval of the agreement. Per the terms of the settlement agreement, on February 21, 2012 we made a payment of $60 million into an escrow account to be distributed following the Court' s final approval and issued a standby letter of credit in the amount of $80 million to support subsequent payments due under the agreement. The settlement agreement requires us to make a payment of up to $20 million on each of the following four anniversaries of the settlement agreement' s final approval date. There can be no assurance that the settlement agreement will receive final approval in its current form, in another form that is acceptable to the Court and the parties, or at all.

In the second quarter of 2011, we recorded a $131.3 million charge and a corresponding liability for the present value of our obligations under the original settlement agreement, based on imputed interest computed at a rate of 4.77%, which approximates our like-term incremental fixed rate borrowing cost. We have continued to accrete interest related to this recorded liability as we believe a settlement of this matter is likely to occur under substantially similar financing terms. See Note 18 to our Consolidated Financial Statements for further information.

Divestiture of Yogurt Operations − In the fourth quarter of 2010, we entered into two separate agreements to sell our Mountain High and private label yogurt operations, which were part of our Fresh Dairy Direct and Morningstar segments. On February 1, 2011, we completed the sale of our Mountain High yogurt operations, and on April 1, 2011, we completed the sale of our private label yogurt operations, recording a gain on both transactions. These operations did not meet the requirements to be accounted for as discontinued operations. See Note 2 to our Consolidated Financial Statements.

Hero/Whitewave Joint Venture − In the second quarter of 2011, we began evaluating strategic alternatives related to our 50% owned joint venture between WhiteWave and Hero Group ("Hero"), which is a part of our WhiteWave-Alpro segment. During the third quarter of 2011, due to continued poor performance by the venture and a desire on our part to invest in core operations, a recommendation was made to, and approved by, the joint venture partners to wind down the joint venture operations during the fourth quarter of 2011. In conjunction with this action plan, we wrote down the joint venture' s long-lived assets to fair value less costs to sell as of September 30, 2011. Additionally, based on our continuing level of involvement with the joint venture, we have continued to consolidate the venture in our Consolidated Financial Statements. We completed the majority of the wind-down of the joint venture during the fourth quarter of 2011. Upon completion of the wind-down in the first half of 2012, we may incur additional charges related to the final settlement with our joint venture partner, Hero Group. See Note 2 to our Consolidated Financial Statements.

Employees

As of December 31, 2011, we had the following employees:

	No. of Employees	% of Total
Fresh Dairy Direct	19,056	79%
WhiteWave-Alpro	2,337	10
Morningstar	1,992	8
Corporate	681	3
Total	24,066	100%

Approximately 39% of Fresh Dairy Direct' s, 26% of WhiteWave-Alpro' s and 46% of Morningstar' s employees participate in collective bargaining agreements. We believe our relationship with our employees and these organizations is satisfactory.

Government Regulation

Food-Related Regulations

As a manufacturer and distributor of food products, we are subject to a number of food-related regulations, including the Federal Food, Drug and Cosmetic Act and regulations promulgated thereunder by the U.S. Food and Drug Administration ("FDA"). This comprehensive regulatory framework governs the manufacture (including composition and ingredients), labeling, packaging and safety of food in the United States. The FDA:

Regulates manufacturing practices for foods through its current good manufacturing practices regulations;

Specifies the standards of identity for certain foods, including many of the products we sell; and

Prescribes the format and content of certain information required to appear on food product labels.

In addition, the FDA enforces the Public Health Service Act and regulations issued thereunder, which authorizes regulatory activity necessary to prevent the introduction, transmission or spread of communicable diseases. These regulations require, for example, pasteurization of milk and milk products. We are subject to numerous other federal, state and local regulations involving such matters as the licensing and registration of manufacturing facilities, enforcement by government health agencies of standards for our products, inspection of our facilities and regulation of our trade practices in connection with the sale of food products.

We use quality control laboratories in our manufacturing facilities to test raw ingredients. Product quality and freshness are essential to the successful distribution of our products. To monitor product quality at our facilities, we maintain quality control programs to test products during various processing stages. We believe our facilities and manufacturing practices are in material compliance with all government regulations applicable to our business.

Employee Safety Regulations

We are subject to certain safety regulations, including regulations issued pursuant to the U.S. Occupational Safety and Health Act. These regulations require us to comply with certain manufacturing safety standards to protect our employees from accidents. We believe that we are in material compliance with all employee safety regulations applicable to our business.

Environmental Regulations

We are subject to various environmental regulations. Our plants use a number of chemicals that are considered to be "extremely" hazardous substances pursuant to applicable environmental laws due to their toxicity, including ammonia, which is used extensively in our operations as a refrigerant. Such chemicals must be handled in accordance with such environmental laws. Also, on occasion, certain of our facilities discharge biodegradable wastewater into municipal waste treatment facilities in excess of levels allowed under local regulations. As a result, certain of our facilities are required to pay wastewater surcharges or to construct wastewater pretreatment facilities. To date, such wastewater surcharges have not had a material effect on our financial condition or results of operations.

We maintain above-ground and under-ground petroleum storage tanks at many of our facilities. We periodically inspect these tanks to determine whether they are in compliance with applicable regulations and, as a result of such inspections, we are required to make expenditures from time to time to ensure that these tanks remain in compliance. In addition, upon removal of the tanks, we are sometimes required to make expenditures to restore the site in accordance with applicable environmental laws. To date, such expenditures have not had a material effect on our financial condition or results of operations.

We believe that we are in material compliance with the environmental regulations applicable to our business. We do not expect the cost of our continued compliance to have a material impact on our capital expenditures, earnings, cash flows or competitive position in the foreseeable future. In addition, any asset retirement obligations are not material.

Milk Industry Regulation

The federal government establishes minimum prices that we must pay to producers in federally regulated areas for raw milk. Raw milk primarily contains raw skim milk, in addition to a small percentage of butterfat. Raw milk delivered to our facilities is tested to determine the percentage of butterfat and other milk components, and we pay our suppliers for the raw milk based on the results of these tests.

The federal government' s minimum prices vary depending on the processor' s geographic location or sales area and the type of product manufactured. Federal minimum prices change monthly. Class I butterfat and raw skim milk prices (which are the minimum prices we are required to pay for raw milk that is processed into Class I products such as fluid milk) and Class II raw milk prices (which are the prices we are required to pay for raw milk that is processed into Class II products such as cottage cheese, creams, creamers, ice cream and sour cream) for each month are announced by the federal government the immediately preceding month.

Some states have established their own rules for determining minimum prices for raw milk. In addition to the federal or state minimum prices, we also may pay producer premiums, procurement costs and other related charges that vary by location and supplier.

Organic Regulations

Our organic products are required to meet the standards set forth in the Organic Foods Production Act and the regulations adopted thereunder by the National Organic Standards Board. These regulations require strict methods of production for organic food products and limit the ability of food processors to use non-organic or synthetic materials in the production of organic foods or in the raising of organic livestock. We believe that we are in material compliance with the organic regulations applicable to our business.

Minority Holdings and Other Interests

Consolidated Container Company

We own an approximately 25% non-controlling interest, on a fully diluted basis, in Consolidated Container Company ("CCC"), one of the nation' s largest manufacturers of rigid plastic containers and our largest supplier of plastic bottles and bottle components. We have owned a minority interest in CCC since July 1999 when we sold our U.S. plastic packaging operations to CCC. Vestar Capital Partners, an unaffiliated entity, controls CCC through a majority ownership interest. Pursuant to our agreements with Vestar, we control two of the eight seats on CCC' s Management Committee. We also have entered into various supply agreements with CCC through December 31, 2014, pursuant to which we have agreed to purchase certain of our requirements for plastic bottles and bottle components from CCC. We spent $360.3 million, $314.9 million and $268.2 million on products purchased from CCC during the years ended December 31, 2011, 2010 and 2009, respectively. See Note 3 to our Consolidated Financial Statements for more information regarding our relationship with CCC.

Hero/WhiteWave Joint Venture

In January 2008, WhiteWave entered into and formed a 50/50 strategic joint venture with Hero Group ("Hero"), a producer of international fruit and infant nutrition brands. During 2011, the joint venture partners decided to wind down Hero' s operations. See Note 2 to our Consolidated Financial Statements for more information regarding the wind-down of the joint venture.

During 2011 and 2010, our joint venture partner made cash contributions of $6.8 million and $8.0 million, respectively. Our joint venture partner did not make any non-cash contributions in 2011 or 2010. During 2011 and 2010, we made cash contributions of $6.9 million and $8.8 million, respectively, and continued non-cash contributions in the form of the capital lease for the manufacturing facility constructed at one of our existing WhiteWave plants. The joint venture has assets of $4.0 million, primarily equipment held for sale, and liabilities of $2.4 million, which are included within the WhiteWave-Alpro segment as of December 31, 2011.

Where You Can Get More Information

Our fiscal year ends on December 31. We file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission.

You may read and copy any reports, statements or other information that we file with the Securities and Exchange Commission at the Securities and Exchange Commission' s Public Reference Room at 100 F Street, N.E., Washington D.C. 20549. You can request copies of these documents, upon payment of a duplicating fee, by writing to the Securities and Exchange Commission. Please call the Securities and Exchange Commission at 1-800-SEC-0330 for further information on the operation of the Public Reference Room.

We file our reports with the Securities and Exchange Commission electronically through the Securities and Exchange Commission' s Electronic Data Gathering, Analysis and Retrieval ("EDGAR") system. The Securities and Exchange Commission maintains an Internet site that contains reports, proxy and information statements and other information regarding companies that file electronically with the Securities and Exchange Commission through EDGAR. The address of this Internet site is *http://www.sec.gov*.

We also make available free of charge through our website at *www.deanfoods.com* our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission.

Our Code of Ethics is applicable to all of our employees and directors, with the exception of our Alpro employees, who are subject to a comparable code of ethics. Our Code of Ethics is available on our corporate website at *www.deanfoods.com*, together with the Corporate Governance Principles of our Board of Directors and the charters of all of the Committees of our Board of Directors. Any waivers that we may grant to our executive officers or directors under the Code of Ethics, and any amendments to our Code of Ethics, will be posted on our corporate website. If you would like hard copies of any of these documents, or of any of our filings with the Securities and Exchange Commission, write or call us at:

Dean Foods Company
2711 North Haskell Avenue, Suite 3400
Dallas, Texas 75204
(214) 303-3400
Attention: Investor Relations

Item 1A. ***Risk Factors***

Competitive Risks

Volume Softness in the Dairy Category Has Had a Negative Impact on Our Sales and Profits.

Industry-wide volume softness across dairy product categories continued in 2011. In particular, the fluid milk category has experienced declining volumes over the past several years. Decreasing dairy category volume has increased the impact of declining margins on our business. Periods of declining volumes limit the amount of price increases that we can seek to recapture. We expect these trends to continue for the foreseeable future, which could further negatively affect our business. In addition, during 2010 and 2011, we experienced a decline in historical volumes from some of our largest customers, which has negatively impacted our sales and profitability and which will continue to have a negative impact in the future if we are not able to attract and retain a profitable customer mix.

We are Subject to Competitive Bidding Situations, the Outcome of Which Could Negatively Impact Our Sales and Profits.

Many of our retail customers have become increasingly price sensitive in the current economic climate, which has intensified the competitive environment in which we operate. As a result of the intensely competitive dairy environment, we have been subject to a number of competitive bidding situations, both formal and informal, particularly within Fresh Dairy Direct and Morningstar, which has reduced our profitability on sales to several customers. We expect this trend of competitive bidding to continue. In some cases, we have replaced lost volume with lower margin business, which also negatively impacts our profitability. If we are unable to structure our business to appropriately respond to the pricing demands of our customers, we may lose these customers to other processors that are willing to sell product at a lower cost, which could negatively impact our sales and profits.

Continued Price Concessions on Fluid Milk to Large Format Retailers, and the Continued Shift to Private Label, Has Decreased Our Operating Margins and Profitability.

Many of our customers, such as supermarkets, warehouse clubs and food distributors, have experienced industry consolidation in recent years and this consolidation is expected to continue. These consolidations have produced large, sophisticated customers with increased buying power, and have increased the significance of large-format retailers and discounters. As a result, we are increasingly dependent on key retailers, which have significant bargaining power. In addition, some of these customers are vertically integrated and have re-dedicated key shelf-space currently occupied by our regionally branded products for their private label products. Higher levels of price competition and higher resistance to price increases have had a significant impact on our business. During 2011, retailers continued to push suppliers for lower prices, which decreased our margins. In addition, the fluid milk category continued to experience low pricing on private label milk during 2011. As a result, we are experiencing a continued shift from branded to private label products, as economically stressed consumers choose private label products over more expensive regional brands. If we are not able to lower our cost structure adequately, our profitability could continue to be adversely affected by the decrease in margin.

Increased Competition With Our Nationally and Internationally Branded Products and Continued Economic Weakness Could Impede Our Growth Rate and Profit Margin.

In recent years, growth in our business has primarily resulted from the strength of our nationally and internationally branded products. Our brands such as *Silk*, *Horizon Organic, LAND O LAKES, International Delight, Alpro* and *Provamel* have benefited in many cases from being the first to introduce products in their categories. As plant-based, organic and coffee-enhancing products have gained in popularity with consumers, our products in these categories have attracted competitors, including private label competitors who sell their products at a lower price. In addition, our branded products typically have higher marketing costs than our regionally branded or private label products, which could negatively impact the profitability of this segment of our business. In periods of economic weakness, consumers tend to purchase lower-priced products, including conventional milk, coffee creamers and other private label products, which could reduce sales of our branded products. The willingness of consumers to purchase our products will depend upon our ability to offer products providing the right consumer benefits at the right price. Further trade down to lower priced products could adversely affect our sales and profit margin for our branded products.

Many large food and beverage companies have substantially more resources than we do, and they may be able to market their products more successfully than we can, which could cause our growth rate in certain categories to be slower than our forecast and could cause us to lose sales. Some of our branded products compete intensely for consumer spend. If our branded products fail to compete successfully with other branded offerings in the marketplace, our sales and profitability could be negatively impacted.

The Loss of Any of Our Largest Customers Could Negatively Impact Our Sales and Profits.

Our largest customer, Wal-Mart Stores, Inc. and its subsidiaries, including Sam' s Club, accounted for approximately 19% of consolidated net sales during 2011. During 2011, our top five customers, collectively, accounted for approximately 28% of our consolidated net sales. We do not generally enter into written agreements with our customers, and where such agreements exist, they are generally terminable at will by the customer. The loss of any large customer for an extended length of time could negatively impact our sales and profits.

Commodity Risks

Availability of and Changes in Raw Materials and Other Input Costs Can Adversely Affect Us.

Our business is heavily dependent on raw materials such as conventional and organic raw milk, butterfat, diesel fuel, resin, soybeans and other commodities. In addition to our dependence on conventional and organic raw milk, our Fresh Dairy Direct segment is a large consumer of diesel fuel, and Morningstar and WhiteWave-Alpro are affected by the costs of petroleum-based products through the use of common carriers and packaging. The prices of these materials increase and decrease based on market conditions, and in some cases, governmental regulation. Weather, including the heightened impact of weather events related to climate change, also affects the availability and pricing of these inputs. Sometimes supplies of raw materials, such as resin, have been insufficient to meet demand.

Volatility in the cost of our raw materials, particularly diesel fuel and other non-dairy inputs, has adversely affected our profitability as upward price changes often lag changes in costs we charge our customers. In some cases the price increases of these non-dairy inputs may exceed the price increases we are able to pass along to our customers due to contractual and other limitations. In periods of rapid movements in dairy commodities, our ability to pass-through costs is impaired due to the timing of passing through the price increases. These lags and limitations have periodically decreased our profit margins in inflationary markets. In addition, raw material cost fluctuations from year to year can cause our revenues to increase or decrease significantly compared to prior periods.

Raw milk and bulk cream are the primary ingredients in many of Morningstar' s products. The pass-through mechanism for butterfat and bulk cream inputs differs from the fluid milk pricing mechanism in that Morningstar' s products are generally priced before input costs are known. Morningstar works to pass through changes in butterfat and bulk cream costs through a mix of forecast pricing, true-up pricing and the direct, but lagged, pass-through of cost changes. As a result, rapid increases in butterfat and bulk cream prices can have a substantial impact on Morningstar' s profitability from period to period. In addition, Morningstar sets pricing for non-dairy inputs with the majority of its customers annually and generally lacks the ability to pass through increases in these inputs to those customers. This pricing method may further negatively impact Morningstar' s profitability in periods of inflationary costs.

The organic dairy industry is continuing to develop in terms of consumer acceptance and market penetration, and, as a result, continues to experience significant swings in supply and demand. Industry regulation, and the costs of organic farming compared to prices paid for conventional farming can impact the supply of organic raw milk in the market. An oversupply of organic raw milk can cause significant discounting in the sale of organic packaged milk, which increases competitive pressure on our branded products and could cause our profitability to suffer. An undersupply or higher input costs can increase the cost and availability of organic raw milk, which can cause product shortages or retail price gaps between private label and branded products to expand, potentially decreasing our volumes and adversely affecting our results. We experienced a tightening of organic milk supply during the fourth quarter of 2011, which increased costs, impacted availability of organic milk and negatively impacted our sales volume of organic milk. In 2012, we expect the organic milk supply challenges to continue, which may continue to pressure our costs and impact our volume sales of organic milk. In addition, the impact of retail price gaps may be compounded by the current economic environment as consumers become increasingly focused on product pricing. Moreover, consumers may choose to purchase conventional milk instead of organic milk due to differences in cost, which could further decrease our volumes and results.

Capital Markets and General Economic Risks

We Have Substantial Debt and Other Financial Obligations and We May Incur Even More Debt.

We have substantial debt and other financial obligations and significant unused borrowing capacity. At December 31, 2011, we had outstanding borrowings of approximately $2.5 billion under our senior secured credit facility, of which $2.4 billion were in term loan borrowings with an additional $100 million in outstanding borrowings under our $1.5 billion senior secured revolving line of credit. In addition, we had $1.0 billion aggregate principal amount of senior unsecured notes outstanding and $260 million outstanding under our receivables-backed facility at December 31, 2011.

We have pledged substantially all of our assets (including the assets of our subsidiaries) to secure our indebtedness. Our debt level and related debt service obligations:

- Require us to dedicate significant cash flow to the payment of principal and interest on our debt, which reduces the funds we have available for other purposes;
- May limit our flexibility in planning for or reacting to changes in our business and market conditions or funding our strategic growth plan;
- Impose on us additional financial and operational restrictions;
- Expose us to interest rate risk since a portion of our debt obligations is at variable rates; and
- Restrict our ability to fund acquisitions.

In addition, investors may be apprehensive about investing in companies such as ours that carry a substantial amount of leverage on their balance sheets, and this apprehension may adversely affect the price of our common stock.

Under our senior secured credit facility, we are required to maintain certain financial covenants, including, but not limited to, maximum senior secured leverage, maximum leverage and minimum interest coverage ratios, each as defined under and calculated in accordance with the terms of our senior credit facility and receivables-backed facility. As of December 31, 2011, our maximum permitted leverage ratio was 5.75 times consolidated funded indebtedness to consolidated EBITDA for the prior four consecutive quarters. As of December 31, 2011, our leverage ratio was 4.64 times. The maximum permitted leverage ratio under both the senior secured credit facility and the receivables-backed facility will decline to 5.50 times as of March 31, 2012. Failure to comply with the financial covenants, or any other non-financial or restrictive covenant, could create a default under our senior secured credit facility and under our receivables-backed facility. Upon a default, our lenders could accelerate the indebtedness under the facilities, foreclose against their collateral or seek other remedies, which would jeopardize our ability to continue our current operations. We may be required to amend our credit facility, refinance all or part of our existing debt, sell assets, incur additional indebtedness or raise equity. Further, based upon our actual performance levels, our senior secured leverage ratio, leverage ratio and minimum interest coverage ratio requirements or other financial covenants could limit our ability to incur additional debt, which could hinder our ability to execute our current business strategy.

Throughout 2011, Fresh Dairy Direct experienced significant pricing pressures from our retail customers, as well as volume declines, and despite improved operating profit performance from our other segments and continued cost reductions, our overall operating profitability decreased. Our ability to make scheduled payments on our debt and other financial obligations and comply with financial covenants depends on our financial and operating performance. Our financial and operating performance will continue to be subject to prevailing economic conditions and to financial, business and other factors, some of which are beyond our control.

Our ability to maintain an adequate level of liquidity in the future is dependent on our ability to renew our receivables-backed facility annually. See "Part II − Item 7. Management' s Discussion and Analysis of Financial Condition and Results of Operations − Liquidity and Capital Resources − Current Debt Obligations" below for more information.

The Costs of Providing Employee Benefits Have Escalated, and Liabilities Under Certain Plans May be Triggered Due to Our Actions or the Actions of Others, Which May Adversely Affect Our Profitability and Liquidity.

We sponsor various defined benefit and defined contribution retirement plans, as well as contribute to various multiemployer plans on behalf of our employees. Changes in interest rates or in the market value of plan assets could affect the funded status of our pension plans. This could cause volatility in our benefits costs and increase future funding requirements of our plans. Pension and post-retirement costs also may be significantly affected by changes in key actuarial assumptions including anticipated rates of return on plan assets and the discount rates used in determining the projected benefit obligation and annual periodic pension costs. Recent changes in federal laws require plan sponsors to eliminate, over defined time periods, the underfunded status of plans that are subject to ERISA rules and regulations. In addition, turmoil in the financial markets in recent years brought significant declines in the fair market value of the equity and debt instruments that we hold within our defined benefit master trust to settle future defined benefit plan obligations. Our funded status as of December 31, 2011 decreased by $23.0 million from the prior year end and is still $78.6 million lower than our funded status at December 31, 2007, which was prior to the 2008 global financial crisis. A significant increase in future funding requirements could have a negative impact on our results of operations, financial condition and cash flows.

Certain of our defined benefit retirement plans, as well as many of the multiemployer plans in which we participate, are less than fully funded. Facility closings may trigger cash payments or previously unrecognized obligations under our defined benefit retirement plans or multiemployer plans. In addition, certain actions or the financial condition of other companies which participate in multiemployer plans may create financial obligations for us, which circumstances are entirely out of our control. Future funding requirements, and related charges, associated with multiemployer plans in which we participate could have a negative impact on our results of operations, financial condition and cash flows.

The Continued Economic Decline May Adversely Impact Our Business and Results of Operations.

The dairy industry is sensitive to changes in international, national and local general economic conditions. The continued economic decline has had an adverse effect on consumer spending patterns. High levels of unemployment, high consumer debt levels and other unfavorable economic factors could further adversely affect consumer demand for products we sell or distribute, which in turn adversely affects our results of operations. There can be no assurance that consumers will return to historical spending patterns.

Changes in Our Credit Ratings May Have a Negative Impact on Our Future Financing Costs or the Availability of Capital.

Some of our debt is rated by Standard & Poor' s, Moody' s Investors Service, and Fitch Ratings, and there are a number of factors beyond our control with respect to these ratings. Our credit ratings are currently considered to be below "investment grade." Although the interest rate on our existing credit facilities is not affected by changes in our credit ratings, such ratings or any further rating downgrades may impair our ability to raise additional capital in the future on terms that are acceptable to us, may cause the value of our securities to decline and may have other negative implications with respect to our business. Ratings reflect only the views of the ratings agency issuing the rating, are not recommendations to buy, sell or hold our securities and may be subject to revision or withdrawal at any time by the ratings agency issuing the rating. Each rating should be evaluated independently of any other rating.

Impairment in the Carrying Value of Goodwill Has Negatively Impacted, and Future Goodwill Impairments Could Negatively Impact, Our Consolidated Results of Operations and Net Worth.

In the third quarter of 2011, as a result of an interim test of the goodwill of our Fresh Dairy Direct reporting unit, we concluded the implied fair value of our Fresh Dairy Direct goodwill was less than its carrying value. Accordingly, we recorded a $2.1 billion non-cash charge ($1.6 billion net of tax) in 2011 to reflect the impairment. As of December 31, 2011, on a consolidated basis, we had $1.2 billion of goodwill representing approximately 20% of our total assets, of which $87 million was associated with our Fresh Dairy Direct reporting unit, $600 million was associated with our WhiteWave reporting unit, $162 million was associated with our Alpro reporting unit and

$306 million was associated with our Morningstar reporting unit. We record goodwill initially at fair value and review its fair value for impairment at least annually, as of December 1, or on an interim basis if impairment indicators, such as disruptions to the business, unexpected significant declines in operating performance or sustained market capitalization declines, are present.

We assessed each of our reporting units for impairment during the fourth quarter of 2011 in connection with our annual impairment test and concluded there was no goodwill impairment for our WhiteWave, Morningstar or Alpro reporting units and no additional goodwill impairment for our Fresh Dairy Direct reporting unit. We can provide no assurance that we will not have an impairment charge in future periods as a result of changes in our operating results.

In assessing the fair value of our reporting units, we make estimates and assumptions about sales, growth rates, our cost of capital and discount rates based on budgets, business plans, economic projections, anticipated future cash flows and marketplace data. There are inherent uncertainties related to these factors and management' s judgment in applying these factors and different assumptions could result in goodwill impairment charges in the future, which could be substantial. Any such impairment would result in our recognizing a non-cash charge, which may adversely affect our results of operations.

Strategic Risks

We May Not Realize Anticipated Benefits from Our Cost Reduction Efforts as Expected.

We have implemented a number of cost reduction initiatives that we believe are necessary to position our business for future success and growth. Our future success and earnings growth depend upon our ability to achieve a lower cost structure and operate efficiently in the highly competitive food and beverage industry, particularly in an environment of increased competitive activity and reduced profitability. In order to capitalize on our cost reduction efforts, it will be necessary to carefully evaluate future investments in our business, and concentrate on those areas with the most potential return on investment. If we are unable to realize the anticipated benefits from our cost cutting efforts, we could become cost disadvantaged in the marketplace, and our competitiveness and our profitability could decrease.

Product, Supply Chain and Systems Risks

We Must Identify Changing Consumer Preferences and Develop and Offer Products to Meet Their Preferences.

Consumer preferences evolve over time and the success of our products depends on our ability to identify the tastes, dietary preferences and purchasing habits of consumers and to offer products that appeal to their preferences. Introduction of new products and product extensions requires significant development and marketing investment, and we may fail to realize anticipated returns on such investments due to lack of consumer acceptance of such products. Currently, we believe consumers are trending toward health and wellness beverages. Although we continue to invest in research and development in order to capitalize on this trend, there are currently several global companies with greater resources that compete with us in the health and wellness space. In addition, as consumers become increasingly aware of the environmental and social impacts of the products they purchase, their preferences and purchasing decisions may change. If our products fail to meet changing consumer preferences, the return on our investment in those areas will be less than anticipated and our product strategy may not succeed.

We May Experience Liabilities or Harm to Our Reputation as a Result of Product Issues, Such as Product Recalls.

We sell products for human consumption, which involves a number of risks. Product contamination, spoilage or other adulteration, product misbranding or product tampering could require us to recall products. We also may be subject to liability if our products or operations violate applicable laws or regulations or in the event our products cause injury, illness or death. In addition, we advertise our products and could be the target of claims relating to false or deceptive advertising under U.S. federal and state laws, including consumer protection statutes of some states. A significant product liability or other legal judgment against us or a widespread product recall may negatively impact our profitability. Even if a product liability or consumer fraud claim is unsuccessful or is not merited, the negative publicity surrounding such assertions regarding our products or processes could materially and adversely affect our reputation and brand image, particularly in categories such as fluid milk that have strong health and wellness credentials.

Disruption of Our Supply Chain or Transportation Systems Could Adversely Affect Our Business.

Damage or disruption to our manufacturing or distribution capabilities due to weather, natural disaster, fire, terrorism, pandemic, strikes, the financial and/or operational instability of key suppliers, distributors, warehousing and transportation providers, or other reasons could impair our ability to manufacture or distribute our products. To the extent that we are unable, or it is not financially feasible, to mitigate the likelihood or potential impact of such events, or to effectively manage such events if they occur, there could be an adverse effect on our business and results of operations, and additional resources could be required to restore our supply chain. In addition, we are subject to federal motor carrier regulations, such as the Federal Motor Carrier Safety Act, with which our extensive DSD system must comply. Failure to comply with such regulations could result in our inability to deliver product to our customers in a timely manner, which could adversely affect our reputation and our results.

Our Business Operations Could be Disrupted if Our Information Technology Systems Fail to Perform Adequately or Experience a Security Breach.

We maintain a large database of confidential information in our information technology systems, including confidential employee and customer information. The efficient operation of our business depends on our information technology systems. We rely on our information technology systems to effectively manage our business data, communications, supply chain, logistics, accounting and other business processes. If we do not allocate and effectively manage the resources necessary to build and sustain an appropriate technology infrastructure, our business or financial results could be negatively impacted. In addition, our information technology systems may be vulnerable to damage or interruption from circumstances beyond our control, including systems failures, viruses, security breaches or cyber incidents such as intentional cyber attacks aimed at theft of sensitive data or inadvertent cyber-security compromises. A security breach of such information could result in damage to our reputation, and could negatively impact our relations with our customers or employees. Any such damage or interruption could have a material adverse effect on our business.

Legal and Regulatory Risks

Pending Antitrust Lawsuits May have a Material Adverse Impact on Our Business.

We are the subject of several antitrust lawsuits, the outcome of which we are unable to predict. Increased scrutiny of the dairy industry has resulted, and may continue to result, in litigation against us. Such lawsuits are expensive to defend, divert management' s attention, and may result in significant judgments. In some cases, these awards would be trebled by statute and successful plaintiffs might be entitled to an award of attorney' s fees. Depending on its size, such a judgment could materially and adversely affect our results of operations, cash flows and financial condition and impair our ability to continue operations. We may not be able to pay such judgment or to post a bond for an appeal, given our financial condition and our available cash resources. In addition, depending on its size, failure to pay such a judgment or failure to post an appeal bond could cause us to breach certain provisions of our credit facilities. In either of these circumstances, we may seek a waiver of or amendment to the terms of our credit facilities, but there can be no assurance that such a waiver or amendment could be obtained. Failure to obtain such a waiver or amendment would materially and adversely affect our results of operations, cash flows and financial condition and could impair our ability to continue operations.

Moreover, these actions could expose us to negative publicity, which might adversely affect our brands, reputation and/or customer preference for our products. In addition, merger and acquisition activities are subject to these antitrust and competition laws, which have impacted, and may continue to impact, our ability to pursue strategic transactions.

The Dairy Industry in Which We Operate Has Been Subject to Increased Government Scrutiny Which Could Have an Adverse Impact on Our Business.

We are subject to antitrust and other competition laws in the United States and in the other countries in which we operate. We cannot predict how these laws or their interpretation, administration and enforcement will impact us. Throughout 2010 and 2011, the dairy industry was the subject of increased government scrutiny. In 2010, the Obama administration initiated a review of existing dairy policies in order to consider potential changes to those policies. In 2012, we expect re-authorization of the nation' s farm bill, which is the primary tool regulating federal dairy policy. This federal and congressional review process, and legislative activity in connection with the farm bill, may result in changes to the dairy industry that we cannot anticipate or control and that may have a material adverse impact on our business.

Litigation or Legal Proceedings Could Expose Us to Significant Liabilities and Have a Negative Impact on Our Reputation.

We are party to various litigation claims and legal proceedings. We evaluate these litigation claims and legal proceedings to assess the likelihood of unfavorable outcomes and to estimate, if possible, the amount of potential losses. Based on these assessments and estimates, we establish reserves and/or disclose the relevant litigation claims or legal proceedings, as appropriate. These assessments and estimates are based on the information available to management at the time and involve a significant amount of management judgment. Actual outcomes or losses may differ materially from our current assessments and estimates.

Labor Disputes Could Adversely Affect Us.

As of December 31, 2011, approximately 39% of Fresh Dairy Direct' s, 26% of WhiteWave-Alpro' s and 46% of Morningstar' s employees participated in collective bargaining agreements. At any given time, we may face a number of union organizing drives. When we face union organizing drives, we and the union may disagree on important issues which, in turn, could possibly lead to a strike, work slowdown or other job actions at one or more of our locations. A strike, work slowdown or other labor unrest could in some cases impair our ability to supply our products to customers, which could result in reduced revenue and customer claims.

Our Business is Subject to Various Environmental Laws, Which May Increase Our Compliance Costs.

Our business operations are subject to numerous environmental and other air pollution control laws, including the federal Clean Air Act, the federal Clean Water Act, and the Comprehensive Environmental Response, Compensation and Liability Act of 1980, as amended, as well as state and local statutes. These laws and regulations cover the discharge of pollutants, wastewater, and hazardous materials into the environment. In addition, various laws and regulations addressing climate change are being considered or implemented at the federal and state levels. New legislation, as well as current federal and other state regulatory initiatives relating to these environmental matters, could require us to replace equipment, install additional pollution controls, purchase various emission allowances or curtail operations. These costs could adversely affect our results of operations and financial condition.

Changes in Laws, Regulations and Accounting Standards, Including Those of Non-US Jurisdictions, Could Have an Adverse Effect on Our Financial Results.

We are subject to federal, state, local and foreign governmental laws and regulations, including those promulgated by the United States Food and Drug Administration, the United States Department of Agriculture, the Sarbanes-Oxley Act of 2002, the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, and numerous related regulations promulgated by the Securities and Exchange Commission and the Financial Accounting Standards Board. Changes in federal, state or local laws, or the interpretations of such laws and regulations, may negatively impact our financial results or our ability to market our products. In addition, we have operations outside of the United States, which may present unique challenges and increase our exposure to the risks associated with foreign operations, including foreign currency risks and compliance with foreign rules and regulations. Any or all of these risks could adversely impact our financial results.

Item 1B. ***Unresolved Staff Comments***

None.

Item 2. ***Properties***

Our corporate headquarters are located in leased premises at 2711 North Haskell Avenue, Suite 3400, Dallas, TX 75204. In addition, we operate more than 95 manufacturing facilities. Management believes that Dean Foods' facilities are well maintained and are generally suitable and of sufficient capacity to support our current business operations and that the loss of any single facility would not have a material adverse effect on our operations or financial results. The following tables set forth, by business segment, our principal manufacturing facilities.

Fresh Dairy Direct

Fresh Dairy Direct currently conducts its manufacturing operations within the following 77 facilities, most of which are owned:

Homewood, Alabama(2)
Buena Park, California
City of Industry, California(2)
Hayward, California
Riverside, California
Delta, Colorado
Denver, Colorado
Englewood, Colorado
Greeley, Colorado
Deland, Florida
Miami, Florida
Orlando, Florida
Braselton, Georgia
Hilo, Hawaii
Honolulu, Hawaii
Boise, Idaho
Belvidere, Illinois
Harvard, Illinois
Huntley, Illinois
O' Fallon, Illinois
Decatur, Indiana
Huntington, Indiana
Rochester, Indiana
LeMars, Iowa
Louisville, Kentucky
New Orleans, Louisiana
Shreveport, Louisiana
Bangor, Maine
Franklin, Massachusetts
Lynn, Massachusetts
Mendon, Massachusetts
Evart, Michigan
Grand Rapids, Michigan
Livonia, Michigan
Marquette, Michigan
Thief River Falls, Minnesota
Woodbury, Minnesota
Billings, Montana
Great Falls, Montana
North Las Vegas, Nevada
Reno, Nevada
Florence, New Jersey
Albuquerque, New Mexico
Rensselaer, New York
High Point, North Carolina
Winston-Salem, North Carolina
Bismarck, North Dakota
Tulsa, Oklahoma
Marietta, Ohio
Springfield, Ohio
Toledo, Ohio
Erie, Pennsylvania
Lansdale, Pennsylvania
Lebanon, Pennsylvania
Schuylkill Haven, Pennsylvania
Sharpsville, Pennsylvania
Spartanburg, South Carolina
Sioux Falls, South Dakota
Athens, Tennessee
Nashville, Tennessee(2)
Dallas, Texas(2)
El Paso, Texas
Houston, Texas
Lubbock, Texas
McKinney, Texas
San Antonio, Texas
Waco, Texas
Orem, Utah
Salt Lake City, Utah
Richmond, Virginia
Springfield, Virginia
Ashwaubenon, Wisconsin
Sheboygan, Wisconsin

The majority of Fresh Dairy Direct' s manufacturing facilities also serve as distribution facilities. In addition, Fresh Dairy Direct has numerous distribution branches located across the country, some of which are owned but most of which are leased. Fresh Dairy Direct' s headquarters are located within our corporate headquarters.

WhiteWave-Alpro

WhiteWave-Alpro currently conducts its manufacturing operations from the following 9 facilities, most of which are owned:

City of Industry, California
Jacksonville, Florida
Bridgeton, New Jersey
Dallas, Texas
Mt. Crawford, Virginia
Wevelgem, Belgium
Issenheim, France
Landgraaf, Netherlands
Kettering, United Kingdom

WhiteWave also owns two organic dairy farms located in Paul, Idaho and Kennedyville, Maryland. WhiteWave' s headquarters and our research and development facility are located in leased premises in Broomfield, Colorado. Alpro' s headquarters are located in leased premises in Gent, Belgium.

Morningstar

Morningstar currently conducts its manufacturing operations within the following 12 facilities, most of which are owned:

Decatur, Alabama	Rockford, Illinois	Delhi, New York
Gustine, California	Murray, Kentucky	Friendship, New York
Tulare, California	Frederick, Maryland	Sulphur Springs, Texas(2)
Newington, Connecticut	White Bear Lake, Minnesota	

Morningstar' s headquarters are located within our corporate headquarters.

Item 3. Legal Proceedings

We are not party to, nor are our properties the subject of, any material pending legal proceedings, other than as set forth below:

Tennessee Dairy Farmer Actions and Related Mississippi Action

We were named, along with several other defendants, in two putative class action antitrust complaints filed on July 5, 2007. The complaints were filed in the United States District Court for the Middle District of Tennessee, Columbia Division, and allege generally that we and others in the milk industry worked together to limit the price Southeastern dairy farmers are paid for their raw milk and to deny these farmers access to fluid Grade A milk processing facilities. Four additional putative class action complaints were filed in 2007 and 2008 in the United States District Court for the Eastern District of Tennessee, Greeneville Division. The allegations in these complaints are similar to those in the dairy farmer actions. All six of the class actions (collectively, the "dairy farmer actions") were consolidated and were transferred to the Eastern District of Tennessee, Greeneville Division. Class certification in the dairy farmer actions was granted in September 2010.

On July 12, 2011, we entered into a settlement agreement with the class plaintiffs in the dairy farmer actions. On July 14, 2011, the United States District Court for the Eastern District of Tennessee granted preliminary approval of the class-wide settlement agreement and stayed the dairy farmer action with respect to the Company. Under the proposed settlement agreement, we agreed to pay a total of up to $140 million over a period of four to five years into a fund for distribution to dairy farmer class members in a number of Southeastern states.

On July 28, 2011, the Court issued an order partially decertifying the dairy farmer plaintiff class with which we had previously entered into the settlement agreement. The dairy farmer plaintiffs that were decertified from the class are, or were, members of the Dairy Farmers of America ("DFA") co-operative. On August 1, 2011, the plaintiffs filed a motion asking the Court to re-consider its decertification order. The Court denied that motion on August 19, 2011. In order to pursue a final and certain resolution consistent with the terms of the settlement agreement, we filed a motion with the Court on August 5, 2011 to vacate preliminary approval of the settlement agreement, defer associated deadlines related to the settlement, and to clarify the role of class counsel in light of the Court' s decertification order. The motion was granted by the Court and a Memorandum Opinion was issued on August 31, 2011. In the Memorandum Opinion, the Court stated that it would take the motion for preliminary approval of the settlement under advisement pending appointment of separate counsel and class representatives for the decertified DFA subclass.

In a separate order entered on October 5, 2011, the Court appointed separate interim counsel for the DFA subclass, and set preliminary deadlines for newly designated interim counsel to submit any motion for certification of a DFA subclass for settlement purposes and any motion to preliminarily approve the July 12, 2011 settlement agreement. On December 27, 2011, interim counsel for the putative DFA member subclass filed a motion to certify the DFA subclass for settlement purposes and to reinstate preliminary approval of the July 12, 2011 settlement agreement. Dean responded to the motion on January 17, 2012, and did not oppose the motion. On February 14, 2012, the Court granted preliminary approval of the settlement agreement, and set May 15, 2012 as the date to consider final approval of the agreement. Per the terms of the settlement agreement, on February 21, 2012 we made a payment of $60 million into an escrow account to be distributed following the Court' s final approval, and issued a standby letter of credit in the amount of $80 million to support subsequent payments due under the agreement. The settlement agreement requires us to make a payment of up to $20 million on each of the following four anniversaries of the settlement agreement' s final approval date. There can be no assurance that the settlement agreement will receive final approval in its current form, in another form that is acceptable to the Court and the parties, or at all.

In the second quarter of 2011, we recorded a $131.3 million charge and a corresponding liability for the present value of our obligations under the original settlement agreement, based on imputed interest computed at a rate of 4.77%, which approximates our like-term incremental fixed rate borrowing cost. We have continued to accrete interest related to this recorded liability as we believe a settlement of this matter is likely to occur under substantially similar financing terms.

On April 26, 2011, we, along with our Chief Executive Officer, Gregg Engles, and other defendants, were named in a putative class action lawsuit filed in the United States District Court for the Southern District of Mississippi, Hattiesburg Division. An amended complaint was filed in August 2011, which dropped the class action allegations. The allegations in the amended complaint are similar to those in the Tennessee dairy farmer actions. In addition, plaintiffs have alleged generally that defendants committed civil violations of the federal Racketeering Influenced and Corrupt Organizations Act ("RICO"), as well as common law fraud and tortious interference with contract. Plaintiffs are seeking treble damages for the alleged antitrust and RICO violations, and compensatory and consequential damages for the common law fraud and tortious interference claims. With respect to the antitrust allegations in the complaint, the plaintiffs' proposed geographic market in the Mississippi action is ambiguous as to whether it is identical to the geographic market alleged in the Tennessee dairy farmer actions. In any event, Plaintiffs in the Mississippi action would likely also be included in any class or classes certified in the Tennessee dairy farmer actions. Members of any Tennessee class or classes who fail to exclude themselves from that class, or who excluded themselves but are permitted to opt back into any class for purposes of any settlement with us, will be bound by any settlement in the Tennessee dairy farmer actions when it is approved, which should release and extinguish any claims asserted by them in the Mississippi action. As of February 20, 2012, three Plaintiffs in the Mississippi action have not excluded themselves from the Tennessee dairy farmer actions.

On August 11, 2011, a motion to dismiss all of the claims was filed on behalf of Mr. Engles, and motions to dismiss all but the antitrust claims were filed on behalf of the company and the other defendants. Plaintiffs responded to those motions on October 4, 2011. On November 9, 2011, the Court granted the motion to dismiss filed on behalf of Mr. Engles, and granted in part and denied in part the motion to dismiss filed on behalf of the company. The company filed its answer on November 23, 2011. On February 17, 2012, the Company entered into a settlement agreement with all of the plaintiffs who have excluded themselves from the Tennessee dairy farmer actions pursuant to which all of the claims against the Company will be dismissed, and the Company' s involvement as a party in the case will end.

Tennessee Retailer and Indirect Purchaser Actions

A putative class action antitrust complaint (the "retailer action") was filed on August 9, 2007 in the United States District Court for the Eastern District of Tennessee. Plaintiffs allege generally that we, either acting alone or in conjunction with others in the milk industry who are also defendants in the retailer action, lessened competition in the Southeastern United States for the sale of processed fluid Grade A milk to retail outlets and other customers, and that the defendants' conduct also artificially inflated wholesale prices for direct milk purchasers. Plaintiffs' motion for class certification in the retailer action is still pending. Defendants' motion for summary judgment in the retailer action was granted in part and denied in part in August 2010. Defendants filed a motion for reconsideration on September 10, 2010, and filed a supplemental motion for summary judgment as to the remaining claims on September 27, 2010. Those motions are currently pending before the Court, and the case has been stayed pending resolution of those motions. The Court has not set a trial date yet for the retailer action.

On June 29, 2009, another putative class action lawsuit was filed in the Eastern District of Tennessee, Greeneville Division, on behalf of indirect purchasers of processed fluid Grade A milk (the "indirect purchaser action"). The allegations in this complaint are similar to those in the retailer action, but primarily involve state law claims. Because the allegations in the indirect purchaser action substantially overlap with the allegations in the retailer action, the Court granted the parties' joint motion to stay all proceedings in the indirect purchaser action pending the outcome of the summary judgment motions in the retailer action. At this time, we are unable to predict the ultimate outcome of these matters.

Kohler Mix Action

On January 18, 2008, our subsidiary, Kohler Mix Specialties, LLC ("Kohler"), was named as a defendant in a civil complaint filed in the Superior Court, Judicial District of Hartford. The plaintiff in the case was the Commissioner of Environmental Protection of the State of Connecticut. The complaint alleged generally that Kohler improperly discharged wastewater into the waters of the State of Connecticut, and bypassed certain wastewater treatment equipment in violation of certain Connecticut environmental regulations and Kohler' s wastewater discharge permit. The plaintiff was seeking injunctive relief and civil penalties with respect to the claims. On August 24, 2011 the parties reached an agreement to settle the litigation. On January 11, 2012, a Stipulated Judgment was entered by the Court, thereby resolving the matter.

Other than the material pending legal proceedings set forth above, we are party from time to time to certain claims, litigations, audits and investigations. Potential liabilities associated with the other matters referred to in this paragraph are not expected to have a material adverse impact on our financial position, results of operations or cash flows.

At this time, it is not possible for us to predict the ultimate outcome of the matters set forth within this section.

Other

We are in varying stages of discussion with numerous states to determine whether we have complied with state unclaimed property laws. Most, but not all, of these states have appointed an agent to conduct an examination of our books and records. In addition to seeking remittance of unclaimed property, some states may also seek interest and penalties. We settled the State of Delaware' s claims during 2011. The settlement amount was not material to our Consolidated Financial Statements. At this time, it is not possible for us to predict the ultimate outcome of the remaining examinations.

Item 4. ***Mine Safety Disclosure***

Not applicable.

PART II

Item 5. ***Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities***

Our common stock trades on the New York Stock Exchange under the symbol "DF." The following table sets forth the high and low closing sales prices of our common stock as quoted on the New York Stock Exchange for the last two fiscal years. At February 17, 2012, there were 4,091 record holders of our common stock.

	High	Low
2010:		
First Quarter	$ 18.53	$ 14.46
Second Quarter	16.89	9.57
Third Quarter	12.00	9.49
Fourth Quarter	10.80	7.26
2011:		
First Quarter	10.56	8.87
Second Quarter	13.88	9.68
Third Quarter	12.43	7.97
Fourth Quarter	11.21	8.30

We have not historically declared or paid a regular cash dividend on our common stock. We have no current plans to pay a cash dividend in the future.

See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations − Liquidity and Capital Resources − Current Debt Obligations" and Note 9 to our Consolidated Financial Statements for further information regarding the terms of our senior secured credit facility, including terms restricting the payment of dividends.

Stock Repurchases − Since 1998, our Board of Directors has from time to time authorized the repurchase of our common stock up to an aggregate of $2.3 billion, excluding fees and expenses. We made no share repurchases in 2011 or 2010 and do not intend to make any repurchases for the foreseeable future. As of December 31, 2011, $218.7 million was available for repurchases under this program (excluding fees and commissions). Shares, when repurchased, are retired.

For information relating to securities authorized for issuance under our equity compensation plans, see "Part III - Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters" of this Form 10-K.

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Item 6. *Selected Financial Data*

The following selected financial data as of and for each of the five years in the period ended December 31, 2011 has been derived from our audited Consolidated Financial Statements. The selected financial data do not purport to indicate results of operations as of any future date or for any future period. The selected financial data should be read in conjunction with our Consolidated Financial Statements and related Notes.

	Year Ended December 31				
	2011	**2010**	**2009**	**2008**	**2007**
	(Dollars in thousands, except share data)				
Operating data:					
Net sales	$13,055,493	$12,122,887	$11,113,782	$12,361,311	$11,731,870
Cost of sales	10,037,907	9,116,965	8,008,561	9,438,593	9,015,216
Gross profit(1)	3,017,586	3,005,922	3,105,221	2,922,718	2,716,654
Operating costs and expenses:					
Selling and distribution	1,963,748	1,904,526	1,818,833	1,802,214	1,708,594
General and administrative	608,868	629,656	623,835	482,392	415,694
Amortization of intangibles	10,539	11,295	9,637	9,836	6,744
Facility closing and reorganization costs	45,688	30,761	30,162	22,758	34,421
Litigation settlement(2)	131,300	30,000	–	–	–
Goodwill impairment(3)	2,075,836	–	–	–	–
Other operating (income) loss(4)	(16,831)	–	–	–	1,688
Total operating costs and expenses	4,819,148	2,606,238	2,482,467	2,317,200	2,167,141
Operating income (loss)	(1,801,562)	399,684	622,754	605,518	549,513
Other (income) expense:					
Interest expense(5)(6)	252,951	248,301	246,510	308,178	333,328
Other (income) expense, net(7)	(1,915)	161	(4,221)	1,123	5,956
Total other expense	251,036	248,462	242,289	309,301	339,284
Income (loss) from continuing operations before income taxes	(2,052,598)	151,222	380,465	296,217	210,229
Income tax expense (benefit)	(456,811)	73,482	151,845	114,330	82,862
Income (loss) from continuing operations	(1,595,787)	77,740	228,620	181,887	127,367
Gain (loss) on sale of discontinued operations, net of tax	3,616	7,521	89	(1,275)	608
Income (loss) from discontinued operations, net of tax	–	(2,505)	(862)	3,158	3,378
Net income (loss)	(1,592,171)	82,756	227,847	183,770	131,353
Net loss attributable to non-controlling interest	16,550	8,735	12,461	–	–
Net income (loss) attributable to Dean Foods Company	$(1,575,621)	$91,491	$240,308	$183,770	$131,353
Cash dividend paid per share	$–	$–	$–	$–	$15.00
Basic earnings (loss) per common share:					
Net income attributable to Dean Foods Company	$(8.59)	$0.50	$1.41	$1.23	$1.01
Diluted earnings (loss) per common share:					
Net income attributable to Dean Foods Company	$(8.59)	$0.50	$1.38	$1.20	$0.96
Average common shares:					
Basic	183,388,220	181,799,306	170,986,886	149,266,519	130,310,811
Diluted	183,388,220	182,861,802	173,858,303	153,395,746	137,291,998
Other data:					

Ratio of earnings to fixed charges(8)	–	1.50x	2.26x	1.81x	1.55x
Deficiency in the coverage of earnings to fixed charges	$(1,751,268)	$–	$–	$–	$–
Balance sheet data (at end of period):					
Total assets(3)	$5,754,363	$7,956,667	$7,843,941	$7,040,192	$7,033,356
Long-term debt(6)(9)	3,765,928	4,067,525	4,228,979	4,489,251	5,272,351
Other long-term liabilities	428,544	351,645	393,575	411,991	320,181
Non-controlling interest	4,747	14,543	15,286	–	–
Dean Foods Company stockholders' equity (deficit)(6)(10)	(103,398)	1,499,525	1,351,946	558,234	51,267

(1) As disclosed in Note 1 to our Consolidated Financial Statements, we include certain shipping and handling costs within selling and distribution expense. As a result, our gross profit may not be comparable to other entities that present all shipping and handling costs as a component of cost of sales.

(2) Results for 2011 and 2010 include charges of $131.3 million and $30.0 million, respectively, related to class action antitrust complaint settlements. See Note 18 to our Consolidated Financial Statements for more information regarding these charges.

(3) Results for 2011 include a pre-tax, non-cash goodwill impairment of $2.1 billion related to our Fresh Dairy Direct reporting unit. See Note 6 to our Consolidated Financial Statements for further information.

(4) Results for 2011 include a net pre-tax gain of $16.8 million related to the divestitures discussed in Note 2 to our Consolidated Financial Statements and results for 2007 include a loss of $1.7 million related to the sale of our tofu business.

(5) Results for 2010 include charges totaling $12.3 million in financing costs associated with the amendments of our senior secured credit facility on June 30, 2010 and December 9, 2010. Additionally, results for 2007 include a charge of $13.5 million to write-off financing costs related to the refinancing of our senior secured credit facility.

(6) In May 2009, we issued and sold 25.4 million shares of our common stock in a public offering. We received net proceeds of $444.7 million from the offering. The net proceeds from the offering were used to repay the $122.8 million aggregate principal amount of our subsidiary' s 6.625% senior notes due May 15, 2009, and indebtedness under our receivables-backed facility.

On March 5, 2008, we issued and sold 18.7 million shares of our common stock in a public offering. We received net proceeds of approximately $400 million from the offering, which were used to reduce debt outstanding under the revolving portion of our senior secured credit facility.

On April 2, 2007, we recapitalized our balance sheet with the completion of a new $4.8 billion senior secured credit facility and the return of $1.94 billion to shareholders of record as of March 27, 2007, through a $15 per share special cash dividend.

(7) Results for 2009 include a gain of $4.2 million related to a Euro-based forward currency contract related to the Alpro acquisition. Results for 2007 include charges of $4.5 million for professional fees and other costs related to the second quarter special cash dividend.

(8) The 2011 computation resulted in a deficiency in the coverage of earnings to fixed charges of $1.8 billion, due in large part to the goodwill impairment charge related to our Fresh Dairy Direct reporting unit. For purposes of calculating the ratio of earnings to fixed charges, "earnings" represents income (loss) before income taxes plus fixed charges. "Fixed charges" consist of interest on all debt, amortization of deferred financing costs and the portion of rental expense that we believe is representative of the interest component of rent expense.

(9) Includes the current portion of long-term debt.

(10) Effective January 1, 2007, we adopted Financial Accounting Standards related to "Accounting for Uncertainty in Income Taxes". As a result, we recognized a $25.9 million increase in our liability for uncertain tax positions, a $20.1 million increase in deferred income tax assets, a $0.3 million decrease to additional paid-in capital, a $0.2 million decrease to goodwill and a $5.7 million decrease to retained earnings.

Item 7. ***Management's Discussion and Analysis of Financial Condition and Results of Operations***

Business Overview

We are a leading food and beverage company in the United States. Fresh Dairy Direct is the largest processor and distributor of milk and other dairy products in the country, with products sold under more than 50 familiar local and regional brands and a wide array of private labels. WhiteWave-Alpro markets and sells a variety of nationally branded dairy and dairy-related products, such as *Horizon Organic* milk and other dairy products, *International Delight* coffee creamers and *LAND O LAKES* creamers and fluid dairy products, and *Silk* plant-based beverages, such as soy, almond and coconut milks, and cultured soy products. WhiteWave-Alpro also offers branded plant-based beverages, such as soy, almond and hazelnut drinks, and food products in Europe and markets its products under the *Alpro* and *Provamel* brands. Morningstar is a leading producer of extended shelf life (or "ESL") creams and creamers, beverages and cultured dairy products under a wide array of private labels and the *Friendship* brand.

Our Reportable Segments

We have three reportable segments, Fresh Dairy Direct, WhiteWave-Alpro and Morningstar.

In the fourth quarter of 2011, our Chief Executive Officer, who is our chief operating decision maker, changed the way he determines strategy and investment plans for our operations. As a result, beginning in the fourth quarter of 2011, our Fresh Dairy Direct and Morningstar operations were separated so that our three reporting segments consisted of Fresh Dairy Direct, WhiteWave-Alpro and Morningstar. This change reflects the divergence between the go-to market strategies, customer bases and objectives of our businesses and reflects a change in how we expect to deploy our capital in the future. We believe these revised segments have increased internal focus and offered management and investors improved visibility into the performance of the segments against their specific objectives. All segment results set forth herein have been recast to present results on a comparable basis. These changes had no impact on consolidated net sales or operating income.

During the second quarter of 2010, we committed to a plan to sell the business operations of Rachel's, which provided organic branded dairy-based chilled yogurt, milk and related dairy products primarily in the United Kingdom. The sale of these operations was completed on August 4, 2010. All Rachel's operations, previously reported within the WhiteWave-Alpro segment, have been reclassified as discontinued operations. See Note 2 to our Consolidated Financial Statements. Unless stated otherwise, any reference to income statement items in these financial statements refers to results from continuing operations.

Fresh Dairy Direct – Fresh Dairy Direct is our largest segment, with approximately 74% of our consolidated net sales in 2011. Fresh Dairy Direct manufactures, markets and distributes a wide variety of branded and private label dairy case products, including milk, ice cream, cultured dairy products, creamers, ice cream mix and other dairy products, to retailers, distributors, foodservice outlets, educational institutions and governmental entities across the United States. Due to the perishable nature of its products, Fresh Dairy Direct delivers the majority of its products directly to its customers' locations in refrigerated trucks or trailers that we own or lease. We believe that Fresh Dairy Direct has one of the most extensive refrigerated DSD systems in the United States. Fresh Dairy Direct sells its products primarily on a local or regional basis through its local and regional sales forces, although some national customer relationships are coordinated by a centralized corporate sales department.

The dairy industry is a mature and fragmented industry that has traditionally been characterized by slow to flat growth and low profit margins. According to the USDA, per capita consumption of fluid milk continues to decline. As a result of the current economic climate and historically high retail prices, the fluid milk category has posted declining volumes over the last several years. In addition, the industry has experienced retail and wholesale margin erosion, as conventional milk prices have increased steadily from 2009 through 2011. During the fourth quarter of 2011, milk prices decreased slightly, and retailers did not fully reflect such declines in shelf pricing, which partially restored the historical price relationship between branded and private label milk and allowed our regional brands to compete more effectively during the quarter. Our fluid milk volumes, in general, outpaced the industry due to the addition of new customers during the second half of 2011. Despite ongoing challenges to our sales volume performance, we expect our fluid milk volumes to remain flat in the near term.

To further improve profitability and to stabilize margin erosion, we will continue to place an emphasis on cost reduction in 2012. Organizational changes are in process to reduce our total cost to serve and our selling and general and administrative costs. We remain focused on sustaining positive cash flow and net debt reduction.

Fresh Dairy Direct has several competitors in each of its major product and geographic markets. Competition between dairy processors for shelf-space with retailers is based primarily on price, service, quality and the expected or historical sales performance of the product compared to its competitors. In some cases Fresh Dairy Direct pays fees to customers for shelf-space. Competition for consumer sales is based on a variety of factors such as brand recognition, price, taste preference and quality. Dairy products also compete with many other beverages and nutritional products for consumer sales.

WhiteWave-Alpro − WhiteWave-Alpro’ s net sales were approximately 16% of our consolidated net sales in 2011. WhiteWave-Alpro manufactures, develops, markets and sells a variety of nationally branded dairy and dairy-related products, such as *Horizon Organic* milk and other dairy products, *International Delight* coffee creamers and *LAND O LAKES* creamers and fluid dairy products, and *Silk* plant-based beverages, such as soy, almond and coconut milks, and cultured soy products. WhiteWave-Alpro also offers branded plant-based beverages, such as soy, almond and hazelnut drinks, and food products in Europe and markets its products under the *Alpro* and *Provamel* brands. WhiteWave-Alpro sells its products to a variety of customers, including grocery stores, club stores, natural food stores, mass merchandisers, convenience stores, drug stores and foodservice outlets. WhiteWave-Alpro sells its products primarily through its internal sales force and independent brokers. The majority of the WhiteWave-Alpro products are delivered through warehouse delivery systems.

WhiteWave-Alpro has several competitors in each of its product markets. Competition to obtain shelf-space with retailers for a particular product is based primarily on brand recognition and the expected or historical sales performance of the product compared to its competitors. In some cases, WhiteWave-Alpro pays fees to retailers to obtain shelf-space for its products. Competition for consumer sales is based on many factors, including brand recognition, price, taste preferences and quality. Consumer demand for soy, other plant-based and organic beverages and foods has grown in recent years due to growing consumer confidence in the health benefits attributable to these products, and we believe WhiteWave-Alpro has a leading position in these categories.

Morningstar - Morningstar’ s net sales were approximately 10% of our consolidated net sales in 2011. Morningstar Foods is a leading U.S. manufacturer of extended shelf life (“ESL”) creams and creamers, beverages and cultured dairy products with an emphasis on foodservice and private label retail customers. These products include half and half, whipping cream, ice cream mix, value-added milks, sour cream and cottage cheese and are sold under a wide array of private labels and the *Friendship* brand. In addition to being sold through retailers for at-home consumption, these products are important ingredients for restaurant menu items such as desserts, soups, and coffee-specialty drinks. Morningstar sells its products to a variety of customers, including foodservice distributors, national restaurant chains, grocery stores and mass merchandisers. Morningstar sells its products through its internal sales force and independent brokers.

Morningstar has several competitors in each of its customer channels and major products. Competition within foodservice and retail customers is based primarily on quality, price and service. Competition for consumer sales is based on a variety of factors such as price, taste preference and quality. Dairy products also compete with many other products for consumer sales.

Recent Developments

See "Part I – Item 1. Business – Developments Since January 1, 2011" for further information regarding recent developments that have impacted our financial condition and results of operations.

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Matters Affecting Comparability

Our discussion of the results of operations for the years ended 2011, 2010 and 2009 will be affected by the matters as summarized in the following table. See Note 2 to our Consolidated Financial Statements.

Year Affected	Matter	Segment
2011	Divestiture of our Mountain High yogurt operations	Fresh Dairy Direct
2011	Divestiture of our private label yogurt operations	Fresh Dairy Direct and Morningstar
2009	Acquisition of Alpro	WhiteWave-Alpro

Results of Operations

The following table presents certain information concerning our financial results, including information presented as a percentage of net sales.

	Year Ended December 31					
	2011		2010		2009	
	Dollars	Percent	Dollars	Percent	Dollars	Percent
	(Dollars in millions)					
Net sales	$ 13,055.5	100.0%	$ 12,122.9	100.0%	$ 11,113.8	100.0%
Cost of sales	10,037.9	76.9	9,117.0	75.2	8,008.6	72.1
Gross profit(1)	3,017.6	23.1	3,005.9	24.8	3,105.2	27.9
Operating costs and expenses:						
Selling and distribution	1,963.7	15.0	1,904.5	15.7	1,818.8	16.4
General and administrative	608.9	4.7	629.6	5.2	623.8	5.6
Amortization of intangibles	10.5	0.1	11.3	0.1	9.6	0.1
Facility closing and reorganization costs	45.7	0.3	30.8	0.3	30.2	0.3
Litigation settlement	131.3	1.0	30.0	0.2	–	–
Goodwill impairment	2,075.8	15.9	–	–	–	–
Other operating income	(16.8)	(0.1)	–	–	–	–
Total operating costs and expenses	4,819.1	36.9	2,606.2	21.5	2,482.4	22.4
Operating income (loss)	$(1,801.5)	(13.8)%	$399.7	3.3%	$622.8	5.5%

(1) As disclosed in Note 1 to our Consolidated Financial Statements, we include certain shipping and handling costs within selling and distribution expense. As a result, our gross profit may not be comparable to other entities that present all shipping and handling costs as a component of cost of sales.

Year Ended December 31, 2011 Compared to Year Ended December 31, 2010 − Consolidated Results

Net Sales − Net sales by segment are shown in the table below.

	Net Sales			
	2011	2010	$ Increase/ (Decrease)	% Increase/ (Decrease)
	(Dollars in millions)			
Fresh Dairy Direct	$ 9,596.9	$ 8,968.5	$ 628.4	7.0%

WhiteWave-Alpro	2,109.9	1,938.0	171.9	8.9
Morningstar	1,348.7	1,216.4	132.3	10.9
Total	$13,055.5	$12,122.9	$932.6	7.7%

The change in net sales was due to the following:

	Change in Net Sales 2011 vs. 2010		
	Volume	Pricing and Product Mix Changes	Total Increase/ (Decrease)
		(Dollars in millions)	
Fresh Dairy Direct	$ (318.2)	$946.6	$ 628.4
WhiteWave-Alpro	84.8	87.1	171.9
Morningstar	(56.8)	189.1	132.3
Total	$ (290.2)	$ 1,222.8	$932.6

Net sales − Consolidated net sales increased $932.6 million, or 7.7% during 2011 compared to 2010 primarily due to the pass through of higher commodity costs. These increases were partially offset by overall volume declines across most of our dairy categories in the Fresh Dairy Direct segment, as well as the sale of our yogurt operations during the first half of 2011.

Cost of Sales − All expenses incurred to bring a product to completion are included in cost of sales, including raw material, ingredient and packaging costs; labor costs; and plant and equipment costs. Cost of sales increased $920.9 million, or 10.1%, as a result of higher commodity costs, partially offset by overall volume declines at Fresh Dairy Direct and the divestiture of our yogurt operations. Conventional milk prices increased sharply in March of 2011 and continued to increase through the third quarter of 2011, before gradually declining in the fourth quarter. Class I and Class II butterfat prices were the highest the industry has experienced in recent history, and all Class I and Class II pricing remains significantly higher than 2010. This significant increase in conventional milk prices during 2011 was a result of limited inventories of butterfat and nonfat solids coupled with strong demand for butter, nonfat dry milk and cheese both domestically and internationally. After declining modestly throughout the first quarter, we expect Class I and Class II pricing to remain relatively flat throughout 2012.

Operating Costs and Expenses − Excluding the $2.1 billion non-cash, pre-tax goodwill impairment charge recorded during 2011 (see Note 6 to our Consolidated Financial Statements), our operating expenses increased $137.1 million, or 5.3%, during the year compared to prior year. Significant changes to operating costs and expenses include the following:

Selling and distribution costs increased $59.2 million, driven by higher freight and fuel costs due to continued increases in fuel prices and increased personnel-related costs, largely due to incentive-based compensation. These costs were partially offset by a decrease in marketing costs. We expect freight and fuel costs to remain elevated throughout 2012.

General and administrative costs decreased $20.7 million, driven by a reduction in headcount and a decrease in professional and consulting fees, partially offset by higher incentive-based compensation, a $16.0 million correction of errors in our other postretirement benefit obligations and net periodic benefit costs, and a write-down of certain corporate assets. See Note 15 to our Consolidated Financial Statements for further information regarding the postretirement benefit errors.

Net facility closing and reorganization costs increased $14.9 million. See Note 16 to our Consolidated Financial Statements for further information regarding our facility closing and reorganization activities.

We recorded a charge of $131.3 million in the second quarter of 2011 related to a proposed settlement of the Tennessee dairy farmer actions. See Note 18 to our Consolidated Financial Statements for further information regarding the settlement.

We recorded other operating income as a result of a net pre-tax gain on the sale of our Mountain High and private label yogurt operations, partially offset by a pre-tax loss on the sale of our Waukesha fluid milk operations and the write-down of the assets of our Hero/WhiteWave joint venture, during 2011. See Note 2 to our Consolidated Financial Statements for further information on our divestitures.

Other (Income) Expense – Excluding $12.3 million of financing charges in 2010 associated with our June and December 2010 amendments of our senior secured credit facility, interest expense increased $17.0 million from the prior year, primarily due to higher average interest rates resulting from the June 30, 2010 credit facility amendment and the December 16, 2010 senior notes issuance. This increase was partially offset by the expiration of $450 million notional amount of our fixed interest rate hedges at the end of 2010, the expiration of another $250 million notional amount of fixed interest rate hedges at the end of March 2011, and lower average debt balances versus the prior year resulting from free cash flow generation, proceeds from the divestiture of our yogurt operations and the receipt of a federal income tax refund in the second quarter of 2011.

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Income Taxes − Income tax benefit was recorded at an effective rate of 22.3% for 2011 compared to a 48.6% effective tax expense rate in 2010. Generally, our effective tax rate varies primarily based on our profitability level and the relative earnings of our business units. In 2011, our tax benefit rate was decreased by nondeductible goodwill related to the impairment charge. Excluding the impact of the goodwill impairment, our 2011 effective tax rate was 47.9%, which was increased by changes in certain state tax laws and the exclusion of the tax benefit attributable to our non-controlling interest in the Hero/WhiteWave joint venture and was decreased by the relative profitability of our foreign operations. Excluding the impact of a deferred tax correction, our 2010 effective tax rate was 41.4%, which was increased by the exclusion of the tax benefit attributable to our non-controlling interest in the Hero/WhiteWave joint venture.

Year Ended December 31, 2011 Compared to Year Ended December 31, 2010 − Results by Segment

Fresh Dairy Direct

The key performance indicators of Fresh Dairy Direct are brand mix and achieving low cost, which are realized within gross profit and operating income, respectively.

	Year Ended December 31			
	2011		2010	
	Dollars	Percent	Dollars	Percent
	(Dollars in millions)			
Net sales	$ 9,596.9	100.0%	$ 8,968.5	100.0%
Cost of sales	7,539.0	78.6	6,868.7	76.6
Gross profit	2,057.9	21.4	2,099.8	23.4
Operating costs and expenses	1,708.4	17.8	1,686.3	18.8
Total operating income	$349.5	3.6%	$413.5	4.6%

Net Sales − Fresh Dairy Direct' s net sales increased $628.4 million, or 7.0%, during 2011 compared to the prior year, primarily due to the pass-through of higher commodity costs, partially offset by a 1% volume decline in our fresh fluid milk category, which accounts for approximately 79% of our total volume at Fresh Dairy Direct. Additionally, volume declines in our ice cream, cultured and other non-dairy products, as well as the impact of our divestiture of our Mountain High yogurt operations, contributed to the offset. The industry and our Fresh Dairy Direct segment continue to experience declining volume trends. The continued economic decline throughout 2011 continued to have a negative impact on consumer spending, which has had a pronounced impact on the fluid milk category. We expect these trends to continue in the near term.

Fresh Dairy Direct generally increases or decreases the prices of its fluid dairy products on a monthly basis in correlation to fluctuations in the costs of raw materials, packaging supplies and delivery costs. However, in some cases, we are subject to the terms of sales agreements with respect to the means and/or timing of price increases. This can have a negative impact on Fresh Dairy Direct' s profitability. The following table sets forth the average monthly Class I "mover" and its components, as well as the average monthly Class II minimum prices for raw skim milk and butterfat for 2011 compared to 2010:

	Year Ended December 31*		
	2011	2010	% Change
Class I mover(1)	$19.13	$15.35	24.6%
Class I raw skim milk mover(1)(2)	12.02	9.26	29.8
Class I butterfat mover(2)(3)	2.15	1.83	17.5
Class II raw skim milk minimum(1)(4)	12.49	9.85	26.8
Class II butterfat minimum(3)(4)	2.16	1.86	16.1

* The prices noted in this table are not the prices that we actually pay. The federal order minimum prices applicable at any given location for Class I raw skim milk or Class I butterfat are based on the Class I mover prices plus a location differential. Class II prices noted in the table are federal minimum prices, applicable at all locations. Our actual cost also includes producer premiums,

procurement costs and other related charges that vary by location and supplier. Please see “Part I − Item 1. Business − Government Regulation − Milk Industry Regulation” and “− Known Trends and Uncertainties − Prices of Raw Milk and Other Inputs” below for a more complete description of raw milk pricing.

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(1) Prices are per hundredweight.

(2) We process Class I raw skim milk and butterfat into fluid milk products.

(3) Prices are per pound.

(4) We process Class II raw skim milk and butterfat into products such as cottage cheese, creams and creamers, ice cream and sour cream.

Cost of Sales − All expenses incurred to bring a product to completion are included in cost of sales, including raw material, ingredient and packaging costs; labor costs; and plant and equipment costs. Fresh Dairy Direct' s cost of sales increased $670.3 million, or 9.8%, in 2011 compared to 2010 primarily due to higher commodity costs. Conventional milk prices increased sharply in March of 2011 and continued to increase through the third quarter of 2011, before gradually declining in the fourth quarter. Class I and Class II butterfat prices were the highest the industry has experienced in recent history, and all Class I and Class II pricing remains significantly higher than 2010. This significant increase in conventional milk prices during 2011 was a result of limited inventories of butterfat and nonfat solids coupled with strong demand for butter, nonfat dry milk and cheese both domestically and internationally. After declining modestly throughout the first quarter, we expect Class I and Class II pricing to remain relatively flat throughout 2012.

Gross Profit − Fresh Dairy Direct' s gross profit percentage decreased to 21.4% in 2011 from 23.4% in 2010. Gross profit trended downward due to weak volumes resulting from declining demand and the continued economic decline, as well as reduced margins on new business. The industry has experienced retail and wholesale margin erosion, which has impacted the performance of our regional brands. During the fourth quarter of 2011, milk prices decreased slightly, and retailers did not fully reflect such declines in shelf pricing, which partially restored the historical price relationship between branded and private label milk and allowed our regional brands to compete more effectively during the fourth quarter of 2011. In addition, rising non-dairy input costs, such as packaging materials, have impacted our gross profit, as our pass-through of the full impact of these commodities' volatility to our customers has been limited. We continue to focus on cost control and supply chain efficiency through cost-cutting initiatives, improved effectiveness in the pass-through of costs to our customers, as well as our continued focus on driving productivity and efficiency within our operations.

Operating Costs and Expenses − Fresh Dairy Direct' s operating costs and expenses increased $22.1 million, or 1.3%, during the year compared to the prior year. Significant changes to operating costs and expenses include the following:

Selling and distribution costs increased $39.6 million, driven by increased fuel and freight costs, as the average diesel price has increased approximately 28% from 2010. We expect fuel and freight costs to remain elevated throughout 2012.

General and administrative costs decreased $16.7 million due to reductions in employee-related costs and professional and consulting fees, as a result of our cost-cutting initiatives.

WhiteWave-Alpro

The key performance indicators of WhiteWave-Alpro are sales volume, net sales dollars, gross profit and operating income.

	Year Ended December 31			
	2011		2010	
	Dollars	Percent	Dollars	Percent
	(Dollars in millions)			
Net sales	$ 2,109.9	100.0%	$ 1,938.0	100.0%
Cost of sales	1,360.0	64.5	1,242.7	64.1
Gross profit	749.9	35.5	695.3	35.9
Operating costs and expenses	550.2	26.0	529.1	27.3
Total operating income	$199.7	9.5%	$166.2	8.6%

Net Sales − Net sales of the WhiteWave-Alpro segment increased $171.9 million, or 8.9%, driven by mid single-digit volume growth, coupled with pricing actions in response to higher commodity costs. Sales for the *Horizon Organic* and the creamers business, including *International Delight* and *LAND O LAKES* brands, increased in the low double-digits. *Silk* sales increase in the mid single-digits due to growth from *Silk Pure Almond* milk. Alpro sales increased low single-digits on a constant currency basis. We expect to continue to drive growth in the creamers and plant-based beverage categories through product innovation, including the launch of *International Delight Iced Coffees* and *Silk Fruit and Protein* in the first quarter of 2012.

Cost of Sales − WhiteWave-Alpro' s cost of sales increased $117.3 million, or 9.4%, in 2011 compared to the prior year. This increase was primarily driven by sales volume growth and higher commodity costs, partially offset by cost-savings initiatives. We expect cost of sales to increase in the near term due to start-up costs incurred at our new Dallas manufacturing facility.

Gross Profit − WhiteWave-Alpro' s gross profit decreased to 35.5% in 2011 from 35.9% in 2010, driven by increased commodity input costs. We expect industry-wide shortages of organic milk to cause supply constraints, which could compress margins related to organic milk in 2012. We continue to take proactive steps to manage our organic milk supply in the short-term, and we remain focused on maintaining our leading brand position in the organic milk category.

Operating Costs and Expenses − WhiteWave-Alpro' s operating costs and expenses increased $21.1 million, or 4%, during 2011 compared to 2010, driven by an increase in selling and distribution costs as a result of higher volume and increased fuel costs. We expect operating costs to continue to increase, particularly in the first half of 2012, as we continue to invest in our *International Delight* and *Silk* expansion.

Morningstar

The key performance indicator of Morningstar is volume growth in categories, which is realized within gross profit.

	Year Ended December 31			
	2011		2010	
	Dollars	Percent	Dollars	Percent
	(Dollars in millions)			
Net sales	$ 1,348.7	100.0%	$ 1,216.4	100.0%
Cost of sales	1,139.1	84.5	1,004.6	82.6
Gross profit	209.6	15.5	211.8	17.4
Operating costs and expenses	114.2	8.5	120.8	9.9
Total operating income	$95.4	7.0%	$91.0	7.5%

Net Sales − Morningstar' s net sales increased $132.3 million, or 10.9%, during 2011 compared to the prior year, primarily due to the pass-through of higher commodity costs as well as volume increases across most product categories. Total volume increase was offset by the divestiture of our private label yogurt operations during the second quarter of 2011.

Morningstar generally increases or decreases the prices of its dairy products on a monthly basis in correlation to fluctuations in its dairy commodity costs. However, Grade AA butter and Class II butterfat costs are not known in advance of setting customer pricing. In addition, in some cases, we are subject to the terms of sales agreements with respect to the means and/or timing of price increases. This can have a negative impact on Morningstar' s profitability. The following table sets forth the average monthly Grade AA butter, Class II minimum butterfat and Class II minimum raw skim milk prices for 2011 compared to 2010:

	Year Ended December 31*		
	2011	2010	% Change
Grade AA butter(1)	$ 1.96	$ 1.73	13.3%
Class II butterfat minimum(1)(2)	2.16	1.86	16.1
Class II raw skim milk minimum(2)(3)	12.49	9.85	26.8

* The prices noted in this table are not the prices that we actually pay. Bulk cream is purchased based on a multiple of the grade AA butter price. Class II prices noted in the table are federal minimum prices, applicable at all locations. Our actual cost also includes producer premiums, procurement costs and other related charges that vary by location and supplier. Please see "Part I −Item 1. Business − Government Regulation − Milk Industry Regulation" and "− Known Trends and Uncertainties − Prices of Raw Milk and Other Inputs" below for a more complete description of raw milk pricing.

(1) Prices are per pound.

(2) We process Class II butterfat and Class II raw skim milk into products such as cottage cheese, creams and creamers, ice cream and sour cream.

(3) Prices are per hundredweight.

Cost of Sales – All expenses incurred to bring a product to completion are included in cost of sales, including raw material, ingredient and packaging costs; labor costs; and plant and equipment costs. Morningstar' s cost of sales increased $134.5 million, or 13.4%, in 2011 compared to 2010 primarily due to increased commodity costs, as well as packaging and labor cost.

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Gross Profit −Morningstar' s gross margin decreased to 15.5% in 2011 from 17.4% in 2010 due to the impact of higher commodity costs. The higher commodity costs were passed through in higher prices; however, there is typically a lag between the timing of raw materials cost increases and a corresponding price change to our customers. As a result, not all of the commodity cost increase was reflected in higher customer prices, which drove the decrease in gross profit.

Operating Costs and Expenses − Morningstar' s operating costs and expenses decreased $6.6 million, or 5.5%, during the year compared to prior year. Significant changes to operating costs and expenses include the following:

Selling and distribution costs decreased $0.5 million, driven by reduced marketing activity in our *Friendship* brand.

General and administrative costs decreased $6.0 million due to lower labor related expenses resulting from reduced headcount through cost savings initiatives.

Year Ended December 31, 2010 Compared to Year Ended December 31, 2009 − Consolidated Results

Net Sales − Net sales by segment are shown in the table below.

	Net Sales			
	2010	2009	$ Increase/ (Decrease)	% Increase/ (Decrease)
	(Dollars in millions)			
Fresh Dairy Direct	$ 8,968.5	$ 8,456.2	$ 512.3	6.1%
WhiteWave-Alpro	1,938.0	1,633.0	305.0	18.7
Morningstar	1,216.4	1,024.6	191.8	18.7
Total	$12,122.9	$11,113.8	$1,009.1	9.1

The change in net sales was due to the following:

	Change in Net Sales 2010 vs. 2009			
	Acquisitions	Volume	Pricing and Product Mix Changes	Total Increase/ (Decrease)
	(Dollars in millions)			
Fresh Dairy Direct	$ 157.7	$ (315.9)	$ 670.5	$ 512.3
WhiteWave-Alpro	172.7	106.9	25.4	305.0
Morningstar	−	(49.8)	241.6	191.8
Total	$330.4	$(258.8)	$937.5	$1,009.1

Net sales − Consolidated net sales increased $1.0 billion during 2010 compared to 2009 primarily due to the pass-through of higher commodity costs, acquisitions and an increase in sales volumes of our branded products, particularly *International Delight, Horizon Organic* and *Silk*. These increases were partially offset by higher promotional retail pricing and wholesale pricing pressures, as well as lower sales volumes across all categories in our Fresh Dairy Direct segment.

Cost of Sales − All expenses incurred to bring a product to completion are included in cost of sales, including raw material, ingredient and packaging costs; labor costs; and plant and equipment costs. Cost of sales increased $1.1 billion, or 13.8%, in 2010 as compared to the prior year, primarily due to higher commodity prices, particularly raw milk and Class II butterfat costs, offset by lower overall volumes in Fresh Dairy Direct and Morningstar. Conventional milk prices were at historically low levels for most of 2009, with a fairly sharp increase in the fourth quarter of 2009 that continued throughout 2010. This significant increase in conventional milk prices was a result of limited supply due to production challenges coupled with strong global demand for both Class I and Class II inputs.

Operating Costs and Expenses − Our operating expenses increased $123.8 million, or 5.0%, during the year compared to prior year. Significant changes to operating costs and expenses include the following:

Selling and distribution costs increased $85.7 million driven by the impact of acquisitions, including $36.0 million related to Alpro, higher freight and fuel costs. In addition, WhiteWave experienced increased outside storage facility costs and related distribution costs due to capacity constraints. These increases were partly offset by a decrease in our self-insurance reserve due to changes in loss development factors as a result of a continuous decline in claims and better claims management.

General and administrative costs increased $5.8 million primarily driven by the impact of acquisitions, including $24.5 million for Alpro, and higher consulting fees, offset by lower employee-related costs, largely due to decreased short term incentive compensation.

Net facility closing and reorganization costs increased $0.6 million. See Note 16 to our Consolidated Financial Statements for further information on our facility closing and reorganization activities.

We recorded a charge of $30.0 million related to a class action antitrust settlement. See Note 18 to our Consolidated Financial Statements for further information regarding the settlement.

Other (Income) Expense − Excluding $12.3 million in financing costs associated with the amendments of our senior secured credit facility on June 30, 2010 and December 9, 2010, interest expense decreased $10.5 million from the prior year, primarily due to lower average debt balances, lower interest rates during the first six months of 2010 and the expiration of $800 million notional amounts of fixed interest rate swap agreements in the first quarter of 2010. In 2009 we recorded a $4.2 million gain related to a Euro-based forward currency contract related to the Alpro acquisition.

Income Taxes − Income tax expense was recorded at an effective rate of 48.6% for 2010 compared to 39.9% in 2009. Generally, our effective tax rate varies primarily based on our profitability level and the relative earnings of our business units. Additionally, in 2010, we identified deferred tax asset balances associated with errors primarily related to periods prior to 2007. Since the effects of the errors are not material to the financial results for the year ending December 31, 2010 and were not material to any individual year prior to 2010, we adjusted our deferred tax assets and recorded a non-cash income tax charge of $10.8 million in the fourth quarter of 2010. Excluding the impact of this correction, the effective tax rate for 2010 was 41.4%, which was higher than 2009 primarily as a result of lower net earnings. Our 2010 and 2009 effective tax rates were both negatively impacted by the exclusion of the tax benefit attributable to our non-controlling interest in the Hero/WhiteWave joint venture.

Year Ended December 31, 2010 Compared to Year Ended December 31, 2009 − Results by Segment

Fresh Dairy Direct

The key performance indicators of Fresh Dairy Direct are brand mix and achieving low cost, which are realized within gross profit and operating income.

	Year Ended December 31			
	2010		2009	
	Dollars	Percent	Dollars	Percent
	(Dollars in millions)			
Net sales	$ 8,968.5	100.0%	$ 8,456.2	100.0%
Cost of sales	6,868.7	76.6	6,160.5	72.9
Gross profit	2,099.8	23.4	2,295.7	27.1
Operating costs and expenses	1,686.3	18.8	1,653.3	19.6
Total operating income	$413.5	4.6%	$642.4	7.5%

Net Sales − Fresh Dairy Direct’ s net sales increased $512.3 million, or 6.1%, during 2010 compared to the prior year, primarily due to the pass-through of higher commodity costs and the impact of acquisitions. These increases were partially offset by the impact of higher promotional retail pricing and wholesale pricing pressures, as well as overall volume declines across all product categories. Changing consumer behavior with increased pricing sensitivity and focus on value in the challenging domestic economy drove a material shift across the retail grocery industry. Retailers began lowering their margins on milk to hit key price points and demonstrate strong value to customers in an effort to keep or win market share in the challenging environment. Beginning in 2009 and throughout 2010, we experienced an increasing demand to absorb pricing concessions, which were originally absorbed by retailers.

Fresh Dairy Direct generally increases or decreases the prices of its fluid dairy products on a monthly basis in correlation to fluctuations in the costs of raw materials, packaging supplies and delivery costs. However, in some cases, we are subject to the terms of sales agreements with respect to the means and/or timing of price increases. This can have a negative impact on Fresh Dairy Direct profitability. The following table sets forth the average monthly Class I "mover" and its components, as well as the average monthly Class II minimum prices for raw skim milk and butterfat for 2010 compared to 2009:

	Year Ended December 31*		
	2010	2009	% Change
Class I mover(1)	$ 15.35	$ 11.48	33.7%
Class I raw skim milk mover(1)(2)	9.26	7.40	25.1
Class I butterfat mover(2)(3)	1.83	1.24	47.6
Class II raw skim milk minimum(1)(4)	9.85	7.09	38.9
Class II butterfat minimum(3)(4)	1.86	1.26	47.6

* The prices noted in this table are not the prices that we actually pay. The federal order minimum prices applicable at any given location for Class I raw skim milk or Class I butterfat are based on the Class I mover prices plus a location differential. Class II prices noted in the table are federal minimum prices, applicable at all locations. Our actual cost also includes producer premiums, procurement costs and other related charges that vary by location and supplier. Please see "Part I − Item 1. Business − Government Regulation − Milk Industry Regulation" and "− Known Trends and Uncertainties − Prices of Raw Milk and Other Inputs" below for a more complete description of raw milk pricing.

(1) Prices are per hundredweight.

(2) We process Class I raw skim milk and butterfat into fluid milk products.

(3) Prices are per pound.

(4) We process Class II raw skim milk and butterfat into products such as cottage cheese, creams and creamers, ice cream and sour cream.

Cost of Sales − All expenses incurred to bring a product to completion are included in cost of sales, including raw material, ingredient and packaging costs; labor costs; and plant and equipment costs. Fresh Dairy Direct' s cost of sales increased $708.2 million, or 11.5%, in 2010 compared to 2009 primarily due to higher commodity prices experienced throughout the year, particularly raw milk and Class II butterfat costs, slightly offset by lower personnel costs. Conventional milk prices continued to increase throughout 2010 compared to historic lows in 2009. This significant increase in conventional milk prices was a result of limited supply due to production challenges coupled with strong global demand for both Class I and Class II inputs.

Gross Profit − Fresh Dairy Direct' s gross margin decreased to 23.4% in 2010 from 27.1% in 2009. Gross margins trended downward due to the increasingly intense competitive environment we have experienced. In addition to the increasing demands to absorb pricing concessions, we experienced a continued shift from branded to private label products, exacerbated by weak volumes across dairy and non-dairy product offerings, further impacting profitability.

Operating Costs and Expenses − Fresh Dairy Direct' s operating costs and expenses increased $33.0 million, or 2.0%, during the year compared to prior year. Significant changes to operating costs and expenses include the following:

Selling and distribution costs increased $23.0 million, primarily driven by increased fuel and freight costs. These costs were offset by a decrease in our self-insurance reserve due to changes in loss development factors as a result of a continuous decline in claims and better claims management, as well as benefits from efficiencies gained in our distribution network with route reductions and lower fuel usage.

General and administrative costs increased $8.8 million due to an increase in supply chain management and higher consulting fees, offset by lower personnel-related costs, largely due to decreased short term incentive compensation.

WhiteWave-Alpro

The key performance indicators of WhiteWave-Alpro are sales volumes, net sales dollars, gross profit and operating income.

	Year Ended December 31			
	2010		2009	
	Dollars	Percent	Dollars	Percent
	(Dollars in millions)			
Net sales	$ 1,938.0	100.0%	$ 1,633.0	100.0%
Cost of sales	1,242.7	64.1	1,058.2	64.8
Gross profit	695.3	35.9	574.8	35.2
Operating costs and expenses	529.1	27.3	444.5	27.2
Total operating income	$166.2	8.6%	$130.3	8.0%

Net Sales − Net sales of the WhiteWave-Alpro segment increased $305.0 million, or 18.7%, driven by the impact of our Alpro acquisition and strong volume growth in our branded products. Excluding the impact of our Alpro acquisition, net sales increased $132.3 million, or 8.1%. Sales for the creamers business, which includes both *International Delight* and *LAND O LAKES,* grew low double digits compared to 2009. *Horizon Organic* brand sales also grew low double digits while *Silk* brand sales grew high single digits compared to the prior year.

Cost of Sales − WhiteWave-Alpro' s cost of sales increased $184.5 million, or 17.4%, in 2010 compared to the prior year. This increase was primarily driven by a $92.9 million increase due to our Alpro acquisition higher sales volumes and higher input costs.

Gross Profit − WhiteWave-Alpro' s gross profit increased to 35.9% in 2010 from 35.2% in 2009, driven by the impact of our Alpro acquisition, strong volume growth, a favorable brand mix, as well as benefits from productivity initiatives.

Operating Costs and Expenses − WhiteWave-Alpro' s operating costs and expenses increased $84.6 million, or 19.0%, during 2010 compared to 2009. Significant changes to operating costs and expenses are summarized below:

Selling and distribution costs increased $50.1 million, driven by a $36.0 million increase due to the Alpro acquisition, volume growth and higher fuel costs. In addition, WhiteWave experienced increased outside storage facility costs due to capacity constraints.

General and administrative costs increased $33.8 million, primarily driven by a $24.5 million increase due to our Alpro acquisition.

Morningstar

The key performance indicator of Morningstar is volume growth in categories, which is realized within gross profit.

	Year Ended December 31			
	2010		2009	
	Dollars	Percent	Dollars	Percent
	(Dollars in millions)			
Net sales	$ 1,216.4	100.0%	$ 1,024.6	100.0%
Cost of sales	1,004.6	82.6	800.9	78.2
Gross profit	211.8	17.4	223.7	21.8
Operating costs and expenses	120.8	9.9	109.4	10.7
Total operating income	$91.0	7.5%	$114.3	11.1%

Net Sales − Morningstar' s net sales increased $191.8 million, or 18.7%, during 2010 compared to the prior year, primarily due to the pass-through of higher commodity costs, as well as volume increases across most product categories. These increases were partially offset by volume declines in our yogurt business.

Morningstar generally increases or decreases the prices of its fluid dairy products on a monthly basis in correlation to fluctuations in the costs of its dairy commodity costs. However, Grade AA butter and Class II butterfat costs are not known in advance of setting customer pricing. In addition, in some cases, we are subject to the terms of sales agreements with respect to the means and/or timing of price increases. This can have a negative impact on Morningstar' s profitability. The following table sets forth the average monthly Grade AA butter, Class II minimum butterfat and Class II minimum raw skim milk prices for 2010 compared to 2009:

	Year Ended December 31*		
	2010	2009	% Change
Grade AA butter(1)	$ 1.73	$ 1.24	39.5%
Class II butterfat minimum(1)(2)	1.86	1.26	47.6
Class II raw skim milk minimum(2)(3)	9.85	7.09	38.9

* The prices noted in this table are not the prices that we actually pay. Bulk cream is purchased based on a multiple of the grade AA butter price. Class II prices noted in the table are federal minimum prices, applicable at all locations. Our actual cost also includes producer premiums, procurement costs and other related charges that vary by location and supplier. Please see "Part I −Item 1. Business − Government Regulation − Milk Industry Regulation" and "− Known Trends and Uncertainties − Prices of Raw Milk and Other Inputs" below for a more complete description of raw milk pricing.

(1) Prices are per pound.

(2) We process Class II butterfat and Class II raw skim milk into products such as cottage cheese, creams and creamers, ice cream and sour cream.

(3) Prices are per hundredweight.

Cost of Sales − All expenses incurred to bring a product to completion are included in cost of sales, including raw material, ingredient and packaging costs; labor costs; and plant and equipment costs. Morningstar' s cost of sales increased $203.7 million, or 25.4%, in 2010 compared to 2009. Morningstar' s cost of sales increased as a result of higher commodity prices experienced throughout the year. In addition, effective January 1, 2010, we implemented a standardized intercompany transfer pricing structure on all products manufactured by Morningstar on behalf of Fresh Dairy Direct, which caused an increase to Morningstar' s cost of sales as compared to 2009.

Gross Profit − Morningstar' s gross margin decreased to 17.4% in 2010 from 21.8% in 2009 due to the implementation of a standardized intercompany pricing structure and the impact of higher commodity costs. The higher commodity costs were passed through in higher prices; however, there is typically a lag between the timing of raw material cost increases and a corresponding price change to our customers. As a result, not all of the commodity cost increase was reflected in higher customer prices, which drove the decrease in gross profit.

Operating Costs and Expenses − Morningstar' s operating costs and expenses increased $11.4 million, or 10.4%, during the year compared to prior year. Significant changes to operating costs and expenses include the following:

Selling and distribution costs increased $5.1 million, primarily driven by increased fuel and freight costs. These costs were partially offset by a decrease in marketing costs related to our *Friendship* brand.

General and administrative costs increased $6.4 million due to increased research and development costs, investment in category management capabilities and increased facility costs.

Liquidity and Capital Resources

General

We believe that our cash on hand, coupled with future cash flows from operations and other available sources of liquidity, including our amended and restated $1.5 billion 5-year senior secured revolving credit facility and our $600 million receivables-backed facility, will provide sufficient liquidity to allow us to meet our future cash requirements. Our anticipated uses of cash include capital expenditures, working capital needs, pension contributions and financial obligations. On an ongoing basis, we will evaluate and consider strategic acquisitions, divestitures, joint ventures, repurchasing shares of our common stock, as well as other transactions to create shareholder value and enhance financial performance. Such transactions may require cash expenditures or generate proceeds.

As of December 31, 2011, $104.5 million of our total cash on hand of $114.9 million was attributable to our foreign operations. We anticipate that approximately $70 million of this cash will be mobilized and returned to the U.S. during the first half of 2012, and although not a required repayment under the agreement governing our senior secured credit facility, we intend to utilize these funds for additional debt repayments to lower our outstanding debt balances as well as future interest expense. We currently anticipate leaving the remaining $34.5 million of cash attributable to our foreign operations in these foreign jurisdictions.

At December 31, 2011, we had $3.8 billion of outstanding debt obligations, cash on hand of $114.9 million and an additional $1.6 billion of combined available future borrowing capacity under our existing senior secured revolving credit facility and receivables-backed facility, subject to compliance with the covenants in our credit agreements. Based on our current expectations, we believe our liquidity and capital resources will be sufficient to operate our business. However, we may, from time to time, raise additional funds through borrowings or public or private sales of debt or equity securities. The amount, nature and timing of any borrowings or sales of debt or equity securities will depend on our operating performance and other circumstances; our then-current commitments and obligations; the amount, nature and timing of our capital requirements; any limitations imposed by our current credit arrangements; and overall market conditions.

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Historical Cash Flow

The following table summarizes our cash flows from operating, investing and financing activities:

	Year Ended December 31		
	2011	2010	Change
		(In thousands)	
Net cash flows from:			
Operating activities	$ 448,516	$ 525,700	$(77,184)
Investing activities	(131,876)	(293,575)	161,699
Financing activities	(293,598)	(217,692)	(75,906)
Discontinued operations (operating and investing)	4,390	32,886	(28,496)
Effect of exchange rate changes on cash and cash equivalents	(4,588)	(502)	(4,086)
Net increase in cash and cash equivalents	$22,844	$46,817	$(23,973)

Operating Activities

Operating cash flows were lower than the prior year due to the impact of lower net income, higher inventory and receivables levels, driven primarily by the increase in commodity costs in 2011, and a $30 million litigation settlement payment in May 2011. These decreases in cash flows were partially offset by the receipt of a $62.4 million federal income tax refund in April 2011.

Investing Activities

Net cash used in investing activities decreased in 2011 due to combined cash proceeds of approximately $185 million from the sale of our Mountain High and private label yogurt operations and the sale of a trademark, partially offset by an increase in capital spending of approximately $24 million in comparison to the prior year. See Note 2 to our Consolidated Financial Statements for more information regarding the sale of our yogurt operations.

Financing Activities

Net cash used in financing activities increased during 2011 primarily due to a net repayment of debt of approximately $303 million in 2011 compared to net debt repayments of approximately $177 million in 2010 and the payment of $53 million of deferred financing costs related to the June 2010 and December 2010 amendments of our senior secured credit facility and the December 2010 senior notes issuance. Cash proceeds from the sale of our yogurt operations and the cash received from a federal income tax refund in April 2011 were utilized for portions of the debt repayments made in 2011.

Current Debt Obligations

Senior Secured Credit Facility − Our senior secured credit facility consists of an original combination of a $1.5 billion 5-year senior secured revolving credit facility, a $1.5 billion 5-year senior secured term loan A and a $1.8 billion 7-year senior secured term loan B. We amended and restated the credit agreement governing our senior secured credit facility on June 30, 2010 and entered into a further amendment in December 2010, which included extension of the maturity dates for certain principal amounts as summarized in the key terms table below, amendment of the maximum permitted leverage ratio and minimum interest coverage ratio, and the addition of a senior secured leverage ratio (each as defined in our credit agreement); and the amendment of certain other terms.

The following table summarizes the key terms of the senior secured credit facility as of December 31, 2011:

	Principal(2)	Maturity Date	Applicable Base Rate Margin(3)	Applicable LIBOR Rate Margin(3)	Quarterly Commitment Fee on Undrawn Amounts
Revolving Credit Facility	$225 million	April 2, 2012	0.00% - 0.75%	0.625% - 1.75%	0.125% - 0.375%
	$1.28 billion	April 2, 2014	1.00% - 2.25%	2.00% - 3.25%	0.375% - 0.500%
Term Loan A	$660 million	April 2, 2014	1.00% - 2.25%	2.00% - 3.25%	–
Term Loan B	$680 million	April 2, 2014	0.375% - 0.75%	1.375% - 1.75%	–
	$485 million	April 2, 2016	2.00% - 2.25%	3.00% - 3.25%	–
	$553 million	April 2, 2017(1)	2.25% - 2.50%	3.25% - 3.50%	–

(1) Subject to the condition that we meet certain leverage, debt, cash or credit rating tests following December 31, 2015. However, if at least one of these tests is not met, the maturity date for this portion of term loan B will be April 2, 2016.

(2) Amounts for term loan A and term loan B represent outstanding principal balances as of December 31, 2011. The revolving credit facility principal amount represents the total original borrowings available to us under the facility.

(3) The senior secured credit facility bears interest, at our election, at the Alternate Base Rate (as defined in our credit agreement) plus a margin depending on our leverage ratio or LIBOR plus a margin depending on our leverage ratio. Interest is payable quarterly or after the end of the applicable interest period.

Our credit agreement permits us to complete acquisitions that meet all of the following conditions without obtaining prior approval: (1) the acquired company is involved in the manufacture, processing and distribution of food or packaging products or any other line of business in which we were engaged as of April 2007, (2) the net cash purchase price for any single acquisition is not greater than $500 million and not greater than $100 million if our leverage ratio is greater than 4.50 times on a pro-forma basis, (3) we acquire at least 51% of the acquired entity, (4) the transaction is approved by the board of directors or shareholders, as appropriate, of the target and (5) after giving effect to such acquisition on a pro-forma basis, we would have been in compliance with all financial covenants. All other acquisitions must be approved in advance by the required lenders.

The senior secured credit facility contains limitations on liens, investments and the incurrence of additional indebtedness, prohibits certain dispositions of property and restricts certain payments, including dividends. There are no restrictions on these certain payments, including dividends, when our leverage ratio is below 4.50 times on a pro-forma basis. The senior secured credit facility is secured by liens on substantially all of our domestic assets including the assets of our domestic subsidiaries, but excluding the capital stock of subsidiaries of the former Dean Foods Company ("Legacy Dean"), the real property owned by Legacy Dean and its subsidiaries, and accounts receivable associated with the receivables-backed facility.

Under the senior secured credit facility, we are required to comply with certain financial covenants, including, but not limited to, maximum senior secured leverage, maximum leverage and minimum interest coverage ratios, each as defined under and calculated in accordance with the terms of the agreements governing our senior secured credit facility and our receivables-backed facility. Our leverage ratio at December 31, 2011 was 4.64 times consolidated funded indebtedness to consolidated EBITDA for the prior four consecutive quarters. The maximum permitted leverage ratio of consolidated funded indebtedness to consolidated EBITDA for the prior four consecutive quarters was 5.75 times as of December 31, 2011 and decreases to 5.50 times as of March 31, 2012, with periodic decreases thereafter. As described in more detail in our amended and restated credit agreement, the leverage ratio is calculated as the ratio of consolidated funded indebtedness, less our cash and restricted subsidiary cash up to $100 million, to consolidated EBITDA for the period of four consecutive fiscal quarters ended on the measurement date. Consolidated funded indebtedness is comprised of our outstanding indebtedness and the outstanding indebtedness of certain of our subsidiaries. Consolidated EBITDA is comprised of our net income plus interest expense, taxes, depreciation, amortization expense and other non-cash expenses, and add-backs resulting from acquisition related non-recurring charges incurred by us or certain of our subsidiaries, and is calculated on a pro-forma basis to give effect to any acquisitions, divestitures or relevant changes in our composition or the composition of certain of our subsidiaries. In addition, the calculation of consolidated EBITDA may include adjustments related to other charges reasonably acceptable to the administrative agent under the senior secured credit facility. Charges resulting from the settlement amounts related to the Vermont and Tennessee dairy farmer actions described in Note 18 to our Consolidated Financial Statements were treated as an adjustment to consolidated EBITDA by the administrative agent.

Our senior secured leverage ratio at December 31, 2011 was 3.34 times consolidated funded senior secured indebtedness to consolidated EBITDA for the prior four consecutive quarters. The maximum permitted senior secured leverage ratio of consolidated funded senior secured indebtedness to consolidated EBITDA for the prior four consecutive quarters allowed was 4.25 times as of December 31, 2011 and decreases to 3.75 times as of March 31, 2012, with an additional decrease thereafter. This ratio is calculated as the ratio of consolidated funded senior secured indebtedness, less our cash and restricted subsidiary cash up to $100 million, to consolidated EBITDA for the period of four consecutive fiscal quarters ended on the measurement date. Consolidated funded senior secured indebtedness is comprised of our outstanding senior secured indebtedness and the outstanding senior secured indebtedness of certain of our subsidiaries. Consolidated EBITDA is calculated as described above in the discussion of our leverage ratio.

Our interest coverage ratio at December 31, 2011 was 3.36 times consolidated EBITDA to consolidated interest expense for the prior four consecutive quarters. The minimum permitted interest coverage ratio of consolidated EBITDA to consolidated interest expense for the prior four consecutive quarters was 2.50 times as of December 31, 2011 and increases to 2.75 times as of March 31, 2012, with an additional increase thereafter. This ratio is calculated as the ratio of consolidated EBITDA to consolidated interest expense for the period of four consecutive fiscal quarters ended on the measurement date. Consolidated EBITDA is calculated as described above in the discussion of our leverage ratio. Consolidated interest expense is comprised of consolidated interest expense paid or payable in cash, as calculated in accordance with generally accepted accounting principles, but excluding non-cash losses from foreign exchange translations or swap agreements and third party fees and expenses related to acquisitions, investments, dispositions and the incurrence or early extinguishment of indebtedness.

We are currently in compliance with all covenants in our credit agreements, and based on our internal projections we expect to maintain such compliance for the foreseeable future.

The credit agreement contains standard default triggers, including without limitation: failure to maintain compliance with the financial and other covenants contained in the credit agreement, default on certain of our other debt, a change in control and certain other material adverse changes in our business. The credit agreement does not contain any requirements to maintain specific credit rating levels, except as described above with respect to determining the maturity date of the 2017 tranche of term loan B.

At December 31, 2011, there were outstanding borrowings of $2.5 billion under our senior secured credit facility (compared to $3.0 billion at December 31, 2010), which consisted of $2.4 billion in term loan borrowings and $100 million under the revolver. The decrease of $556 million in our senior secured credit facility outstanding borrowings was primarily due to lower outstanding borrowings under the revolver at December 31, 2011 in comparison to December 31, 2010; the full repayment of the remaining outstanding 2012 tranche A term loan borrowings as a result of the yogurt divestitures discussed in Note 2 to our Consolidated Financial Statements; and our quarterly scheduled term loan payments. At December 31, 2011, letters of credit in the aggregate amount of $2.2 million were issued under the revolving credit facility but undrawn. Our average daily balance under this facility during 2011 was $117.9 million. As of February 17, 2012, $124.2 million was borrowed under our senior secured revolving credit facility, excluding letters of credit in the aggregate amount of $2.2 million that were issued but undrawn.

Receivables-backed Facility – In addition to our senior secured credit facility, we also have a $600 million receivables-backed facility under which current availability is subject to a monthly borrowing base formula. On September 28, 2011, we amended the agreement governing the receivables-backed facility. The terms of the agreement were modified to extend the liquidity termination date to September 25, 2013, to include the ability to issue letters of credit of up to $300 million under the facility, and to amend certain other terms.

Based on the monthly borrowing base formula, we had the ability to borrow up to the full $600 million commitment under the receivables-backed facility as of December 31, 2011. Of this amount, $260.0 million was drawn, and letters of credit in the aggregate amount of $165.4 million were issued under the facility but undrawn, resulting in remaining available borrowing capacity of $174.6 million at December 31, 2011. The increase in outstanding borrowings at December 31, 2011 in comparison to December 31, 2010 is primarily attributable to a reallocation of revolver borrowings to the receivables-backed facility due to more favorable terms resulting from the September 2011 amendment of the receivables-backed facility described above. Our average daily balance under this facility during 2011 was $313.0 million. At February 17, 2012, $295.0 million was outstanding under this facility, excluding letters of credit in the aggregate amount of $165.4 million that were issued but undrawn.

As discussed in Note 18 to our Consolidated Financial Statements, on February 14, 2012, the United States District Court for the Eastern District of Tennessee granted preliminary approval of our settlement agreement with the plaintiffs in the Tennessee dairy farmer actions. As part of the proposed settlement agreement, on February 21, 2012 we made a payment of $60 million into an escrow account to be distributed following the court' s final approval, issued a standby letter of credit in the amount of $80 million, representing the subsequent payments due under the terms of the settlement agreement.

Senior Notes & Capital Leases − Other indebtedness outstanding at December 31, 2011 also included $500 million face value of outstanding indebtedness under Dean Foods Company' s senior notes due 2016, $400 million face value of outstanding indebtedness under Dean Foods Company' s senior notes due 2018, $142 million face value of outstanding indebtedness under Legacy Dean' s senior notes due 2017 and $0.7 million of capital lease and other obligations.

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Alpro Revolving Credit Facility – On July 8, 2011, Alpro Comm VA renewed its multicurrency revolving credit facility for borrowings in an amount not to exceed 1 million (or its currency equivalent). The facility is unsecured and is guaranteed by Dean Foods Company and various Alpro Comm VA subsidiaries. Proceeds under the facility may be used for working capital and other general corporate purposes of Alpro Comm VA. The subsidiary revolving credit facility is available for the issuance of up to 1 million (or its currency equivalent) of letters of credit. No principal payments are due under the subsidiary revolving credit facility until maturity on July 2, 2012. At December 31, 2011, there were no outstanding borrowings under this facility. As discussed above, we plan to return approximately $70 million of cash attributable to our Alpro operations to the U.S during the first half of 2012. Accordingly, we are currently evaluating our options with respect to the Alpro revolving credit facility to ensure the terms of the facility are sufficient to meet Alpro' s working capital and other general corporate needs once the cash is returned to the U.S.

Contractual Obligations and Other Long-Term Liabilities

In the normal course of business, we enter into contracts and commitments that obligate us to make payments in the future. The table below summarizes our obligations for indebtedness, purchase, lease and other contractual obligations at December 31, 2011.

	Payments Due by Period						
	Total	2012	2013	2014	2015	2016	Thereafter
				(In millions)			
Senior secured credit facility	$2,477.2	$202.0	$231.7	$1,037.4	$10.5	$470.9	$524.7
Dean Foods Company senior notes(1)	900.0	0.0	0.0	0.0	0.0	500.0	400.0
Subsidiary senior notes(1)	142.0	0.0	0.0	0.0	0.0	0.0	142.0
Receivables-backed facility	260.0	0.0	260.0	0.0	0.0	0.0	0.0
Capital lease obligations and other	0.7	0.5	0.2	0.0	0.0	0.0	0.0
Purchase obligations(2)	1,068.5	740.3	165.8	55.6	37.3	25.6	43.9
Operating leases (3)	430.9	108.9	85.7	67.2	50.2	29.3	89.6
Interest payments(4)	852.4	203.4	184.4	143.9	131.4	95.9	93.4
Benefit payments(5)	365.2	23.1	22.2	22.7	22.2	22.8	252.2
Litigation settlement(6)	140.0	60.0	20.0	20.0	20.0	20.0	0.0
Total(7)	$ 6,636.9	$ 1,338.2	$ 970.0	$ 1,346.8	$ 271.6	$ 1,164.5	$ 1,545.8

(1) Represents face value.

(2) Primarily represents commitments to purchase minimum quantities of raw materials used in our production processes, including diesel fuel, soybeans and organic raw milk. We enter into these contracts from time to time to ensure a sufficient supply of raw ingredients. In addition, we have contractual obligations to purchase various services that are part of our production process.

(3) Represents future minimum lease payments under non-cancelable operating leases related to our distribution fleet, corporate offices and certain of our manufacturing and distribution facilities. See Note 18 to our Consolidated Financial Statements for more detail about our lease obligations.

(4) Includes fixed rate interest obligations, expected cash payments on our interest rate swaps based on the notional amounts of the swaps and the LIBOR forward curve at December 31, 2011 and interest on our variable rate debt based on the rates in effect at December 31, 2011. Interest that may be due in the future on the variable rate portion of our senior secured credit facility and receivables-backed facility will vary based on the interest rate in effect at the time and the borrowings outstanding at the time. Future interest payments on our interest rate swaps will vary based on the interest rates in effect at each respective settlement date. Excluded from the table above are expected cash receipts related to the interest rate swaps.

(5) Represents expected future benefit obligations of $332.7 million and $32.5 million related to our company-sponsored pension plans and postretirement healthcare plans, respectively. In addition to our company-sponsored plans, we participate in certain multiemployer defined benefit plans. The cost of these plans is equal to the annual required contributions determined in accordance with the provisions of negotiated collective bargaining arrangements. These costs were approximately $30 million, $29 million and $30 million during the years ended December 31, 2011, 2010 and 2009, respectively; however, the future cost of the multiemployer plans is dependent upon a number of factors, including the funded status of the plans, the ability of other participating companies to meet ongoing funding obligations, and the level of our ongoing participation in these plans. Because the amount of future contributions we would be contractually obligated to make pursuant to these plans cannot be reasonably estimated, such amounts have been excluded from the table above. See Note 14 to our Consolidated Financial Statements.

(6) Represents future payments pursuant to a pending agreement to settle all claims in the Tennessee dairy farmer actions described in Note 18 to our Consolidated Financial Statements. The settlement agreement had not been granted final court approval as of the filing date of this Annual Report on Form 10-K; however, based on our current understanding of the facts and circumstances surrounding this matter, we believe a settlement of this matter is likely to occur under substantially similar financing terms.

(7) The table above excludes our liability for uncertain tax positions of $41.7 million because the timing of any related cash payments cannot be reasonably estimated.

Pension and Other Postretirement Benefit Obligations

We offer pension benefits through various defined benefit pension plans and also offer certain health care and life insurance benefits to eligible employees and their eligible dependents upon the retirement of such employees. Reported costs of providing non-contributory defined pension benefits and other postretirement benefits are dependent upon numerous factors, assumptions and estimates. For example, these costs are impacted by actual employee demographics (including age, compensation levels and employment periods), the level of contributions made to the plan and earnings on plan assets. Pension and postretirement costs also may be significantly affected by changes in key actuarial assumptions, including anticipated rates of return on plan assets and the discount rates used in determining the projected benefit obligation and annual periodic pension costs. In 2011 and 2010, we made contributions of $18.1 million and $10.3 million, respectively, to our defined benefit pension plans.

During the third quarter of 2011, we identified groups of employees who were eligible to receive other postretirement benefits that had historically been excluded from our benefit plan valuations, which resulted in an understatement of our benefit obligations and net periodic benefit cost. We recorded a non-cash charge, and the related benefit obligation, of $16.0 million during the third quarter of 2011, of which $0.8 million relates to the year ended December 31, 2011 and $15.2 million relates to prior periods. This adjustment will increase our future expected benefit payments under the other postretirement benefit plans.

Our pension plan assets are primarily comprised of equity and fixed income investments. Changes made to the provisions of the plan may impact current and future pension costs. Fluctuations in actual equity market returns, as well as changes in general interest rates may result in increased or decreased pension costs in future periods. In accordance with Accounting Standards related to “Employers’ Accounting for Pensions,” changes in obligations associated with these factors may not be immediately recognized as pension costs on the income statement, but generally are recognized in future years over the remaining average service period of plan participants. As such, significant portions of pension costs recorded in any period may not reflect the actual level of cash benefits provided to plan participants. In 2011, we recorded non-cash pension expense of $13.8 million, of which $12.9 million was attributable to periodic expense and $0.9 million was attributable to settlements compared to a total of $13.0 million in 2010, of which $11.3 million was attributable to periodic expense and $1.7 million was attributable to settlements.

Almost 90% of our defined benefit plan obligations are frozen as to future participation or increases in projected benefit obligation. Many of these obligations were acquired in prior strategic transactions. As an alternative to defined benefit plans, we offer defined contribution plans for eligible employees.

The weighted average discount rate reflects the rate at which our defined benefit plan obligations could be effectively settled. The rate, which is updated annually with the assistance of an independent actuary, uses a model that reflects a bond yield curve. The weighted average discount rate for our pension plan obligations was decreased from 5.28% at December 31, 2010 to 4.5% at December 31, 2011, which will increase the net periodic benefit cost for our pension plans by approximately $1.2 million in 2012.

Substantially all of our qualified pension plans are consolidated into one master trust. The investments held in the master trust are managed by an established Investment Committee with assistance from independent investment advisors. In July 2009, the Investment Committee adopted a new long-term investment policy for the master trust that targets investments in equity securities at 59% of the portfolio, fixed income at 37%, cash equivalents at 3% and other investments of 1%. At December 31, 2011, our master trust was invested as follows: investments in equity securities were at 59%; investments in fixed income were at 38%; cash equivalents were at 2% and other investments were at 1%. We believe the allocation of our master trust investments as of December 31, 2011 is generally consistent with the targets set forth by the Investment Committee.

See Notes 14 and 15 to our Consolidated Financial Statements for additional information regarding retirement plans and other postretirement benefits.

Other Commitments and Contingencies

On December 21, 2001, in connection with our acquisition of Legacy Dean, we purchased Dairy Farmers of America' s ("DFA") 33.8% interest in our operations. In connection with that transaction, we issued a contingent, subordinated promissory note to DFA in the original principal amount of $40 million. DFA is a primary supplier of raw milk, and the promissory note is designed to ensure that DFA has the opportunity to continue to supply raw milk to certain of our facilities until 2021, or be paid for the loss of that business. The promissory note has a 20-year term and bears interest based on the consumer price index. Interest will not be paid in cash, but will be added to the principal amount of the note annually, up to a maximum principal amount of $96 million. We may prepay the note in whole or in part at any time, without penalty. The note will only become payable if we materially breach or terminate one of our related milk supply agreements with DFA without renewal or replacement. Otherwise, the note will expire at the end of 20 years, without any obligation to pay any portion of the principal or interest. Payments we make under this note, if any, will be expensed as incurred. We have not terminated, and we have not materially breached, any of our related milk supply agreements with DFA related to the promissory note. We have previously terminated unrelated supply agreements with respect to several plants that were supplied by DFA. In connection with our goals of accelerated cost control and increased supply chain efficiency, we continue to evaluate our sources of raw milk supply.

We also have the following commitments and contingent liabilities, in addition to contingent liabilities related to ordinary course litigation, investigations and audits:

Certain indemnification obligations related to businesses that we have divested;

Certain lease obligations, which require us to guarantee the minimum value of the leased asset at the end of the lease; and

Selected levels of property and casualty risks, primarily related to employee health care, workers' compensation claims and other casualty losses.

See Note 18 to our Consolidated Financial Statements for more information about our commitments and contingent obligations.

Future Capital Requirements

During 2012, we intend to invest a total of approximately $250 million to $275 million in capital expenditures primarily for our existing manufacturing facilities and distribution capabilities. This represents a substantial decline in spending in comparison to recent years and reflects a recent change in our company-wide strategy and how we expect to deploy our strategic capital and other investments to the value-added segments of our business and to those initiatives that yield higher returns over shorter time frames. We expect cash interest to be approximately $215 million to $220 million based upon current debt levels and projected forward interest rates under our senior secured credit facility. Cash interest excludes amortization of deferred financing fees and bond discounts of approximately $14 million and imputed interest of approximately $3 million related to the Tennessee dairy farmer litigation settlement discussed in Note 18 to our Consolidated Financial Statements. The portion of our long-term debt due within the next 12 months totals $202.5 million. From time to time, we may repurchase our outstanding debt obligations in the open market or in privately negotiated transactions, subject to meeting certain terms and conditions as outlined in our credit agreements. We expect that cash flow from operations and borrowings under our senior secured credit facility and receivables-backed facility will be sufficient to meet our future capital requirements for the foreseeable future.

We currently have a maximum permitted senior secured leverage ratio of 4.25 times and maximum leverage ratio of 5.75 times consolidated funded indebtedness to consolidated EBITDA for the prior four consecutive quarters, each as defined under and calculated in accordance with the terms of our senior secured credit facility and our receivables-backed facility. As of December 31, 2011, the senior secured leverage ratio was 3.34 times and the leverage ratio was 4.64 times. The maximum permitted senior secured leverage ratio and leverage ratio under both the senior secured credit facility and the receivables-backed facility will decline to 3.75 times and 5.50 times, respectively, as of March 31, 2012. These reduced leverage ratio requirements could limit our ability to incur additional debt.

At December 31, 2011, $174.6 million was available under the receivables-backed facility, with $1.4 billion also available under the senior secured revolving credit facility, subject to compliance with the covenants in our credit agreements. Availability under the receivables-backed facility is calculated using the current receivables balance for the seller entities, less adjustments for vendor concentration limits, reserve requirements and other adjustments as described in our amended and restated receivables purchase agreement, not to exceed the total commitment amount less current borrowings and outstanding letters of credit. Availability under the senior secured revolving credit facility is calculated using the total commitment amount less current borrowings and outstanding letters of credit. At February 17, 2012, approximately $1.5 billion, subject to compliance with the covenants in our credit agreements, was available to finance working capital and other general corporate purposes under the receivables-backed and revolving credit facilities.

Known Trends and Uncertainties

Prices of Raw Milk and Other Inputs

Conventional Raw Milk and Butterfat − The primary raw materials used in Fresh Dairy Direct' s and Morningstar' s products are conventional milk (which contains both raw milk and butterfat) and bulk cream. The federal government and certain state governments set minimum prices for raw milk and those prices are set on a monthly basis. The regulated minimum prices differ based on how the raw milk is utilized. Raw milk processed into fluid milk is priced at the Class I price and raw milk processed into products such as cottage cheese, creams and creamers, ice cream and sour cream is priced at the Class II price. Generally, we pay the federal minimum prices for raw milk, plus certain producer premiums (or "over-order" premiums) and location differentials. We also incur other raw milk procurement costs in some locations (such as hauling, field personnel, etc.). A change in the federal minimum price does not necessarily mean an identical change in our total raw milk costs as over-order premiums may increase or decrease. This relationship is different in every region of the country and sometimes within a region based on supplier arrangements. However, in general, the overall change in our raw milk costs can be linked to the change in federal minimum prices. Because our Class II products typically have a higher fat content than that contained in raw milk, we also purchase bulk cream for use in some of our Class II products. Bulk cream is typically purchased based on a multiple of the AA butter price on the Chicago Mercantile Exchange ("CME").

In general, Fresh Dairy Direct changes the prices charged for Class I dairy products on a monthly basis, as the costs of raw milk, packaging, fuel and other materials fluctuate. Prices for some Fresh Dairy Direct and Morningstar Class II products are also changed monthly, while others are changed from time to time as circumstances warrant. However, there can be a lag between the timing of a raw material cost increase or decrease and a corresponding price change to our customers, especially in the case of Class II butterfat because Class II butterfat prices for each month are not announced by the government until after the end of that month. Also, in some cases, primarily with respect to diesel fuel and other non-dairy inputs, we are subject to the terms of sales agreements with respect to the implementation of price changes. This can have a negative impact on our profitability and can cause volatility in our earnings. Our sales and operating profit margin fluctuate with the price of our raw materials and other inputs.

Conventional milk prices increased sharply in March of 2011 and continued to increase through the third quarter of the year, before gradually declining in the fourth quarter. Class I and Class II butterfat prices were the highest the industry has experienced in recent history, and all Class I and Class II pricing remains significantly higher than in 2010. This significant increase in conventional milk prices during 2011 was a result of limited inventories of butterfat and nonfat solids coupled with strong demand for butter, nonfat dry milk and cheese both domestically and internationally. After declining modestly throughout the first quarter, we expect Class I and Class II pricing to remain relatively flat throughout 2012.

Organic Raw Milk − The primary raw material used in our organic milk-based products is organic raw milk. We currently work with more than 600 dairy farmers across the United States and purchase 93% of our organic raw milk from this network. The balance of our organic raw milk is sourced from two farms that we own. We generally enter into supply agreements with organic dairy farmers with typical terms of two to five years, which obligate us to purchase certain minimum quantities of organic raw milk. The organic dairy industry regularly experiences significant swings in supply and demand based on consumer economic factors. Retail price increases on private label products generally lag that of branded products, causing retail price gaps to expand. Such gaps can create challenges where increasing costs of food and energy drive up the cost of organic milk faster than retail prices can be increased. During 2011, we experienced increased demand for our organic products particularly our *Horizon Organic* brand, and we have taken actions to address the rising demand. However, we have also experienced a tightening of the supply of organic milk during the fourth quarter of 2011, which increased costs, impacted availability of organic milk and negatively impacted our sales volume of organic milk. We expect this trend to continue in 2012, which may continue to pressure our costs and impact our volume sales of organic milk. We continue to monitor our position in the organic milk category, including taking proactive steps to manage our supply, and we remain focused on maintaining our leading branded position as we balance market share considerations against profitability.

Soybeans − Historically, the primary raw material used in our soy-based products has been organic soybeans. However, in 2009 we began augmenting our current product line by offering customers and consumers soy-based products manufactured with non- Genetically Modified Organism ("non-GMO") soybeans. In 2011, we committed to using only non-GMO soybeans in our *Silk* branded soy products. The launch of these new products has shifted our raw material requirements from organic to non-GMO soybeans. Both organic soybeans and non-GMO soybeans are generally available from several suppliers and we are not dependent on any single supplier for these raw materials.

Fuel and Resin Costs − Fresh Dairy Direct purchases diesel fuel to operate its extensive DSD system and incurs fuel surcharge expense related to the products it delivers through third-party carriers. Morningstar and WhiteWave-Alpro primarily rely on third-party carriers for product distribution, and the transportation agreements typically adjust for movement in diesel prices. Although we may utilize forward purchase contracts and other instruments to mitigate the risks related to commodity price fluctuations, such strategies do not fully mitigate commodity price risk. Adverse movements in commodity prices over the terms of the contracts or instruments could decrease the economic benefits we derive from these strategies.

Another significant raw material we use is resin, which is a fossil fuel based product used to make plastic bottles. Fresh Dairy Direct purchases approximately 28 million pounds of resin and bottles per month. In 2011, we experienced continued increases in the price of resin. The prices of diesel and resin are subject to fluctuations based on changes in crude oil and natural gas prices. We expect that fuel and resin costs will remain elevated throughout 2012.

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Competitive Environment

As a result of the current economic climate and historically high retail prices, the fluid milk category has posted declining volumes over the last several years. In addition, the industry has experienced retail and wholesale margin erosion, as conventional milk prices have increased steadily from 2009 through 2011. During the fourth quarter of 2011, milk prices decreased slightly, and retailers did not fully reflect such declines on the shelf pricing, which partially restored the historical price relationship between branded and private label milk and allowed our regional brands to compete more effectively during the quarter. Our fluid milk volumes, in general, outpaced the industry due to the addition of new customers during the second half of 2011. Despite ongoing challenges to our sales volume performance, we expect our fluid milk volumes to remain flat in the near term.

To improve profitability and to stabilize margin erosion, we will continue to emphasize cost reduction in 2012. Organizational changes are in process to reduce our total cost to serve and our selling and general and administrative costs. We remain focused on sustaining positive cash flow and net debt reduction.

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Critical Accounting Estimates

In certain circumstances, the preparation of our Consolidated Financial Statements in conformity with generally accepted accounting principles requires us to use our judgment to make certain estimates and assumptions. These estimates affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the Consolidated Financial Statements and the reported amounts of net sales and expenses during the reporting period. Our senior management has discussed the development and selection of these critical accounting estimates, as well as our critical accounting policies (see Note 1 to our Consolidated Financial Statements), with the Audit Committee of our Board of Directors. The following accounting estimates are the most critical to aid in fully understanding and evaluating our reported financial results, and they require our most difficult, subjective or complex judgments.

Estimate Description	*Judgment and/or Uncertainty*	*Potential Impact if Results Differ*
Goodwill and Intangible Assets Our goodwill and intangible assets result primarily from acquisitions and primarily include trademarks with finite lives and indefinite lives and customer-related intangible assets. Perpetual trademarks and goodwill are evaluated for impairment annually and on an interim basis when circumstances arise that indicate a possible impairment to ensure that the carrying value is recoverable. A perpetual trademark is impaired if its book value exceeds its estimated fair value. Goodwill is evaluated for impairment if the book value of its reporting unit exceeds its estimated fair value. Amortizable intangible assets are only evaluated for impairment upon a significant change in the operating environment. If an evaluation of the undiscounted cash flows indicates impairment, the asset is written down to its estimated fair value, which is generally based on discounted future cash flows. During 2011, we performed a step one interim goodwill analysis of our Fresh Dairy Direct reporting unit. Based on the results of the step one analysis, we determined that the carrying value of our Fresh Dairy Direct reporting unit exceeded its fair value; therefore, we were required to perform step two of the	Considerable management judgment is necessary to initially value intangible assets upon acquisition and to evaluate those assets and goodwill for impairment going forward. We determine fair value using widely acceptable valuation techniques including discounted cash flows, market multiples analyses and relief from royalty analyses. Assumptions used in our valuations, such as forecasted growth rates and our cost of capital, are consistent with our internal projections and operating plans. We believe that a trademark has an indefinite life if it has a history of strong sales and cash flow performance that we expect to continue for the foreseeable future. If these perpetual trademark criteria are not met, the trademarks are amortized over their expected useful lives. Determining the expected life of a trademark requires considerable management judgment and is based on an evaluation of a number of factors including the competitive environment, trademark history and anticipated future trademark support.	We believe that the assumptions used in valuing our intangible assets and in our impairment analysis are reasonable, but variations in any of the assumptions may result in different calculations of fair values that could result in a material impairment charge. The fair value of each of our reporting units exceeds its related carrying value by approximately $512 million or 28.6%, $510 million or 94.5%, $1.2 billion or 106.7% and $193 million or 46.4% for Fresh Dairy Direct, Morningstar, WhiteWave and Alpro, respectively. We can provide no assurance that we will not have additional impairment charges in future periods as a result of changes in our operating results or our assumptions.

impairment analysis to determine the amount of goodwill impairment to be recorded. Based on the valuation performed, we concluded the implied fair value of our Fresh Dairy Direct goodwill was $87 million. Accordingly, we recorded a $2.1 billion non-cash charge ($1.6 billion net of tax) in 2011.		

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Estimate Description	Judgment and/or Uncertainty	Potential Impact if Results Differ
In the fourth quarter of 2011, we completed the annual goodwill impairment testing of all our reporting units using the methods described above and did not record any additional impairment charge. Additionally, based on the analysis of our indefinite-lived trademarks performed in the fourth quarter of 2011, each of our trademarks had fair values in excess of their book values. Our goodwill and intangible assets totaled \$1.8 billion as of December 31, 2011.		
Property, Plant and Equipment We perform impairment tests when circumstances indicate that the carrying value may not be recoverable. Indicators of impairment could include significant changes in business environment or planned closure of a facility. Our property, plant and equipment totaled \$2.1 billion as of December 31, 2011.	Considerable management judgment is necessary to evaluate the impact of operating changes and to estimate asset useful lives and future cash flows.	If actual results are not consistent with our estimates and assumptions used to calculate estimated future cash flows, we may be exposed to impairment losses that could be material.
Self Insurance Accruals We retain selected levels of property and casualty risks, primarily related to employee health care, workers' compensation claims and other casualty losses. Many of these potential losses are covered under conventional insurance programs with third-party carriers with high deductible limits. In other areas, we are self-insured with stop-loss coverages. At December 31, 2011 we recorded accrued liabilities related to these retained risks of \$193.7 million, including both current and long-term liabilities. We have reduced our property and casualty insurance reserves over the	Accrued liabilities related to these retained risks are calculated based upon loss development factors, which contemplate a number of variables including claims history and expected trends. These loss development factors are developed by us in consultation with external insurance brokers and actuaries.	If actual results differ from our assumptions, we could be exposed to material gains or losses. A 10% change in our self-insured liabilities could affect net earnings by approximately \$15.1 million.

past two years due to a continuous decline in claims resulting from ongoing safety improvements, as well as better claims management.		

Estimate Description	Judgment and/or Uncertainty	Potential Impact if Results Differ
Employee Benefit Plans We provide a range of benefits including pension and postretirement benefits to our eligible employees and retirees.	We record annual amounts relating to these plans, which include various actuarial assumptions, such as discount rates, assumed investment rates of return, compensation increases, employee turnover rates and health care cost trend rates. We review our actuarial assumptions on an annual basis and make modifications to the assumptions based on current rates and trends when it is deemed appropriate. The effect of the modifications is generally recorded and amortized over future periods.	Different assumptions could result in the recognition of different amounts of expense over different periods of time. A 0.25% reduction in the assumed rate of return on plan assets or a 0.25% reduction in the discount rate would each result in an increase in our annual pension expense of $0.6 million. A 1% increase in assumed healthcare costs trends would increase the aggregate post retirement medical obligation by approximately $3.0 million.
Income Taxes A liability for uncertain tax positions is recorded to the extent a tax position taken or expected to be taken in a tax return does not meet certain recognition or measurement criteria. A valuation allowance is recorded against a deferred tax asset if it is not more likely than not that the asset will be realized. At December 31, 2011 our liability for uncertain tax positions, including accrued interest, was $41.7 million, and our valuation allowance was $9.2 million.	Considerable management judgment is necessary to assess the inherent uncertainties related to the interpretations of complex tax laws, regulations and taxing authority rulings, as well as to the expiration of statutes of limitations in the jurisdictions in which we operate. Additionally, several factors are considered in evaluating the realizability of our deferred tax assets, including the remaining years available for carry forward, the tax laws for the applicable jurisdictions, the future profitability of the specific business units, and tax planning strategies.	Our judgments and estimates concerning uncertain tax positions may change as a result of evaluation of new information, such as the outcome of tax audits or changes to or further interpretations of tax laws and regulations. Our judgments and estimates concerning realizability of deferred tax assets could change if any of the evaluation factors change. If such changes take place, there is a risk that our effective tax rate could increase or decrease in any period, impacting our net earnings.

Recent Accounting Pronouncements

Recently Issued Accounting Pronouncements − In May 2011, in an effort to assist in the convergence of U.S. GAAP and International Financial Reporting Standards (“IFRS”), the Financial Accounting Standards Board (“FASB”) issued an Accounting Standards Update related to “Fair Value Measurements: Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs.” The standard expands existing disclosure requirements for fair value measurements and makes certain other amendments, including a requirement to categorize, by level in the fair value hierarchy, items that are required to be disclosed, but not measured, at fair value. The standard is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011 and should be applied prospectively. We do not expect the adoption of this standard to have a material effect on our Consolidated Financial Statements.

In June 2011, the FASB issued an Accounting Standards Update related to “Presentation of Comprehensive Income.” This standard revises the manner in which entities present comprehensive income in their financial statements. The new guidance removes the previously accepted presentation options and requires entities to report components of comprehensive income in either a continuous statement of comprehensive income, or two separate but consecutive statements. The standard is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, and requires retrospective application for all periods presented in the financial statements. In December 2011, the FASB indefinitely deferred the portion of this standard that requires entities to present reclassification adjustments out of accumulated other comprehensive income by component in both the statement in which net income is presented and the statement in which other comprehensive income is presented. The portions of this standard that have not been deferred by the FASB will change the presentation of comprehensive income in our Consolidated Financial Statements beginning with our Quarterly Report on Form 10-Q for the period ended March 31, 2012.

In September 2011, the FASB issued an Accounting Standards Update related to "Testing Goodwill for Impairment." The new guidance permits entities to make a qualitative assessment of whether it is more likely than not that a reporting unit' s fair value is less than its carrying amount before applying the two-step goodwill impairment test. Unless an entity concludes that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, it would not be required to perform the two-step impairment test for that reporting unit. The standard is effective for annual and interim goodwill impairment tests performed in fiscal years beginning after December 15, 2011, and early adoption is permitted. We are currently evaluating the impact this standard will have on our annual goodwill impairment testing process.

In September 2011, the FASB issued an Accounting Standards Update related to "Compensation ‑ Retirement Benefits ‑ Multiemployer Plans." This standard requires new quantitative and qualitative disclosures for multiemployer pension and other postretirement benefit plans. The objective of the amended disclosures is to provide users with more detailed information about the plans in which we participate. We have adopted this standard as of December 31, 2011. See Note 14 to our Consolidated Financial Statements.

Item 7A. ***Quantitative and Qualitative Disclosures About Market Risk***

We are exposed to market risk due to commodity price, interest rate and foreign currency fluctuations. From time to time we enter into arrangements with other parties to hedge our exposure to these fluctuations.

Commodity Price Fluctuations

We are exposed to commodity price fluctuations, including milk, organic and non-GMO soybeans, butterfat, sweeteners and other commodity costs used in the manufacturing, packaging and distribution of our products, including utilities, natural gas, resin and diesel fuel. To secure adequate supplies of materials and bring greater stability to the cost of ingredients and their related manufacturing, packaging and distribution, we routinely enter into forward purchase contracts and other purchase arrangements with suppliers. Under the forward purchase contracts, we commit to purchasing agreed-upon quantities of ingredients and commodities at agreed-upon prices at specified future dates. The outstanding purchase commitment for these commodities at any point in time typically ranges from one month's to one year's anticipated requirements, depending on the ingredient or commodity. These contracts are considered normal purchases. In addition to entering into forward purchase contracts, from time to time we may purchase over-the-counter contracts with our qualified banking partners or exchange-traded commodity futures contracts for raw materials that are ingredients of our products or components of such ingredients.

Our open commodity derivative contracts that qualify for hedge accounting had a notional value of $34 million as of December 31, 2011. These contracts resulted in net unrealized losses of $2.6 million as of December 31, 2011. At the end of 2011, the potential change in fair value of commodity derivative instruments, assuming a 10% adverse movement in the underlying commodity price, would have resulted in an additional unrealized net loss of $2.8 million.

Although we may utilize forward purchase contracts and other instruments to mitigate the risks related to commodity price fluctuation, such strategies do not fully mitigate commodity price risk. Adverse movements in commodity prices over the terms of the contracts or instruments could decrease the economic benefits we derive from these strategies. See Note 10 of our Consolidated Financial Statements for a description of our commodity related hedges.

Interest Rate Fluctuations

To reduce the volatility of earnings and cash flows that arise from changes in interest rates, we manage interest rate risk through the use of interest rate swap agreements. These swap agreements, including our forward starting swap agreements that have an effective date of March 31, 2012, provide hedges for loans under our senior secured credit facility by limiting or fixing the LIBOR interest rates specified in the senior secured credit facility until the indicated expiration dates.

We are exposed to market risk under these arrangements due to the possibility of interest rates on our senior secured credit facility falling below the rates on our interest rate derivative agreements. We believe the credit risk under these arrangements is remote since the counterparties to our interest rate derivative agreements are major financial institutions. However, if any of the counterparties to our hedging arrangements become unable to fulfill their obligation to us, we may lose the financial benefits of these arrangements.

A majority of our debt obligations are hedged at fixed rates and the remaining debt obligations are currently at variable rates. We have performed a sensitivity analysis assuming a hypothetical 10% adverse movement in interest rates. As of December 31, 2011, the analysis indicated that such interest rate movement would not have a material effect on our financial position, results of operations or cash flows. However, actual gains and losses in the future may differ materially from that analysis based on changes in the timing and amount of interest rate movement and our actual exposure and hedges.

Foreign Currency Fluctuations

Our international operations represented approximately 11% and 3% of our long-lived assets and net sales, respectively, as of and for the year ended December 31, 2011. Sales in foreign countries, as well as certain expenses related to those sales, are transacted in currencies other than our reporting currency, the U.S. dollar. Our foreign currency exchange rate risk is primarily limited to the euro and the British pound. We may, from time to time, employ derivative financial instruments to manage our exposure to fluctuations in foreign currency rates or enter into forward currency exchange contracts to hedge our net investment and intercompany payable or receivable balances in foreign operations.

Item 8. ***Consolidated Financial Statements***

Our Consolidated Financial Statements for 2011 are included in this report on the following pages.

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DEAN FOODS COMPANY

CONSOLIDATED BALANCE SHEETS

	December 31	
	2011	2010
	(Dollars in thousands, except share data)	
ASSETS		
Current assets:		
Cash and cash equivalents	$114,851	$92,007
Receivables, net of allowance of $10,891 and $15,347	946,109	891,019
Income tax receivable	24,960	71,337
Inventories	452,150	425,576
Deferred income taxes	109,475	141,653
Prepaid expenses and other current assets	65,595	77,510
Assets held for sale	3,182	117,114
Total current assets	1,716,322	1,816,216
Property, plant and equipment, net	2,114,380	2,113,391
Goodwill	1,155,271	3,179,192
Identifiable intangible and other assets, net	768,390	847,868
Total	$5,754,363	$7,956,667
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities:		
Accounts payable and accrued expenses	$1,232,165	$1,232,876
Current portion of debt	202,539	174,250
Liabilities of disposal groups held for sale	-	3,839
Current portion of litigation settlements	60,838	30,000
Total current liabilities	1,495,542	1,440,965
Long-term debt	3,563,389	3,893,275
Deferred income taxes	292,539	756,714
Other long-term liabilities	428,544	351,645
Long-term litigation settlements	73,000	-
Commitments and contingencies (Note 18)		
Stockholders' equity (deficit):		
Dean Foods Company stockholders' equity (deficit):		
Preferred stock, none issued	-	-
Common stock 183,745,789 and 182,255,334 shares issued and outstanding, with a par value of $0.01 per share	1,837	1,823
Additional paid-in capital	1,086,804	1,061,253
Retained earnings (Accumulated deficit)	(992,519)	583,102
Accumulated other comprehensive loss	(199,520)	(146,653)
Total Dean Foods Company stockholders' equity (deficit)	(103,398)	1,499,525
Non-controlling interest	4,747	14,543
Total stockholders' equity (deficit)	(98,651)	1,514,068
Total	$5,754,363	$7,956,667

See Notes to Consolidated Financial Statements.

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DEAN FOODS COMPANY

CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended December 31		
	2011	2010	2009
	(Dollars in thousands, except share data)		
Net sales	$13,055,493	$12,122,887	$11,113,782
Cost of sales	10,037,907	9,116,965	8,008,561
Gross profit	3,017,586	3,005,922	3,105,221
Operating costs and expenses:			
Selling and distribution	1,963,748	1,904,526	1,818,833
General and administrative	608,868	629,656	623,835
Amortization of intangibles	10,539	11,295	9,637
Facility closing and reorganization costs	45,688	30,761	30,162
Litigation settlements	131,300	30,000	–
Goodwill impairment	2,075,836	–	–
Other operating income	(16,831)	–	–
Total operating costs and expenses	4,819,148	2,606,238	2,482,467
Operating income (loss)	(1,801,562)	399,684	622,754
Other (income) expense:			
Interest expense	252,951	248,301	246,510
Other (income) expense, net	(1,915)	161	(4,221)
Total other expense	251,036	248,462	242,289
Income (loss) from continuing operations before income taxes	(2,052,598)	151,222	380,465
Income tax expense (benefit)	(456,811)	73,482	151,845
Income (loss) from continuing operations	(1,595,787)	77,740	228,620
Gain on sale of discontinued operations, net of tax	3,616	7,521	89
Loss from discontinued operations, net of tax	–	(2,505)	(862)
Net income (loss)	(1,592,171)	82,756	227,847
Net loss attributable to non-controlling interest	16,550	8,735	12,461
Net income (loss) attributable to Dean Foods Company	$(1,575,621)	$91,491	$240,308
Average common shares:			
Basic	183,388,220	181,799,306	170,986,886
Diluted	183,388,220	182,861,802	173,858,303
Basic earnings (loss) per common share:			
Income (loss) from continuing operations attributable to Dean Foods Company	$(8.61)	$0.48	$1.41
Income from discontinued operations attributable to Dean Foods Company	0.02	0.02	–
Net income (loss) attributable to Dean Foods Company	$(8.59)	$0.50	$1.41
Diluted earnings (loss) per common share:			
Income (loss) from continuing operations attributable to Dean Foods Company	$(8.61)	$0.47	$1.39
Income (loss) from discontinued operations attributable to Dean Foods Company	0.02	0.03	(0.01)

Net income (loss) attributable to Dean Foods Company	$(8.59)	$0.50	$1.38

See Notes to Consolidated Financial Statements.

DEAN FOODS COMPANY

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)

	Dean Foods Company Stockholders							
	Common Stock		Additional Paid-In Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss)	Non-controlling Interest	Total Stockholders' Equity (Deficit)	Comprehensive Income (Loss)
	Shares	Amount						
	(Dollars in thousands, except share data)							
Balance, January 1, 2009	154,036,798	$1,540	$532,420	$ 251,303	$ (227,029)	$–	$ 558,234	
Issuance of common stock, net of tax impact of share-based compensation	1,412,365	15	9,292	–	–	–	9,307	
Share-based compensation expense	–	–	39,371	–	–	–	39,371	
Public offering of equity securities	25,405,000	254	444,419	–	–	–	444,673	
Fair value of non-controlling interest acquired	–	–	–	–	–	14,499	14,499	
Capital contribution from non-controlling interest	–	–	–	–	–	13,248	13,248	
Net loss attributable to non-controlling interest	–	–	–	–	–	(12,461)	(12,461)	
Other comprehensive income (loss) (Note 13)								
Net income attributable to Dean Foods Company	–	–	–	240,308	–	–	240,308	$ 240,308
Change in fair value of derivative instruments, net of tax benefit of $13,387	–	–	–	–	(22,417)	–	(22,417)	(22,417)
Amounts reclassified to statement of operations related to hedging activities, net of tax of $42,466	–	–	–	–	70,772	–	70,772	70,772
Cumulative translation adjustment	–	–	–	–	2,509	–	2,509	2,509

Pension liability adjustment, net of tax of $3,260	–	–	–	–	9,189	–	9,189	9,189
Comprehensive income attributable to Dean Foods Company								$ 300,361
Balance, December 31, 2009	180,854,163	$1,809	$1,025,502	$ 491,611	$ (166,976)	$15,286	$ 1,367,232	
Issuance of common stock, net of tax impact of share-based compensation	1,401,171	14	(1,121)	–	–	–	(1,107)	
Share-based compensation expense	–	–	36,872	–	–	–	36,872	
Capital contribution from non-controlling interest	–	–	–	–	–	7,992	7,992	
Net loss attributable to non-controlling interest	–	–	–	–	–	(8,735)	(8,735)	
Other comprehensive income (loss) (Note 13)								
Net income attributable to Dean Foods Company	–	–	–	91,491	–	–	91,491	$ 91,491
Change in fair value of derivative instruments, net of tax benefit of $12,491	–	–	–	–	(17,360)	–	(17,360)	(17,360)
Amounts reclassified to statement of operations related to hedging activities, net of tax of $37,180	–	–	–	–	59,393	–	59,393	59,393

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	Dean Foods Company Stockholders							
	Common Stock		Additional Paid-In Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss)	Non-controlling Interest	Total Stockholders' Equity (Deficit)	Comprehensive Income (Loss)
	Shares	Amount						
	(Dollars in thousands, except share data)							
Cumulative translation adjustment	–	–	–	–	(20,707)	–	(20,707)	(20,707)
Pension liability adjustment, net of tax benefit of $525	–	–	–	–	(1,003)	–	(1,003)	(1,003)
Comprehensive income attributable to Dean Foods Company								$111,814
Balance, December 31, 2010	182,255,334	$1,823	$1,061,253	$583,102	$(146,653)	$14,543	$1,514,068	
Issuance of common stock, net of tax impact of share-based compensation	1,490,455	14	(5,857)	–	–	–	(5,843)	
Share-based compensation expense	–	–	31,408	–	–	–	31,408	
Capital Contribution from non-controlling interest	–	–	–	–	–	6,754	6,754	
Net loss attributable to non-controlling interest	–	–	–	–	–	(16,550)	(16,550)	
Other comprehensive income (loss) (Note 13)								
Net loss attributable to Dean Foods Company	–	–	–	(1,575,621)	–	–	(1,575,621)	$(1,575,621)
Change in fair value of derivative instruments, net of tax benefit of $38,527	–	–	–	–	(58,797)	–	(58,797)	(58,797)
Amounts reclassified to statement of operations related to hedging activities, net of tax of $23,156	–	–	–	–	35,235	–	35,235	35,235
Cumulative translation adjustment	–	–	–	–	(12,738)	–	(12,738)	(12,738)

Pension liability adjustment, net of tax benefit of $10,694	–	–	–	–	(16,567)	–	(16,567)	(16,567)
Comprehensive loss attributable to Dean Foods Company								$(1,628,488)
Balance, December 31, 2011	183,745,789	$1,837	$1,086,804	$(992,519)	$ (199,520)	$4,747	$(98,651)	

See Notes to Consolidated Financial Statements.

DEAN FOODS COMPANY

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended December 31		
	2011	2010	2009
		(In thousands)	
Cash flows from operating activities:			
Net income (loss)	$(1,592,171)	$82,756	$227,847
Loss from discontinued operations	–	2,505	862
Gain on sale of discontinued operations	(3,616)	(7,521)	(89)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization	285,767	276,080	253,930
Share-based compensation expense	36,632	36,872	39,371
Loss on divestitures and other, net	8,163	19,813	29,453
Write-off of financing costs	–	3,695	–
Goodwill impairment	2,075,836	–	–
Deferred income taxes	(471,176)	121,043	40,352
Other	1,435	(1,379)	(1,337)
Changes in operating assets and liabilities, net of acquisitions:			
Receivables, net	(63,669)	(25,659)	57,577
Inventories	(32,195)	4,020	(8,389)
Prepaid expenses and other assets	10,922	5,764	5,393
Accounts payable and accrued expenses	45,848	32,931	59,148
Income taxes receivable/payable	42,902	(55,220)	(46,039)
Litigation settlements	103,838	30,000	–
Net cash provided by operating activities−continuing operations	448,516	525,700	658,079
Net cash provided by operating activities−discontinued operations	774	8,765	2,475
Net cash provided by operating activities	449,290	534,465	660,554
Cash flows from investing activities:			
Payments for property, plant and equipment	(325,484)	(301,974)	(267,690)
Proceeds from insurance claims	786	–	–
Proceeds from divestitures	185,270	–	–
Payments for acquisitions, net of cash received	–	–	(581,211)
Proceeds from sale of fixed assets	7,552	8,399	8,833
Net cash used in investing activities−continuing operations	(131,876)	(293,575)	(840,068)
Net cash provided by (used in) investing activities−discontinued operations	3,616	24,121	(525)
Net cash used in investing activities	(128,260)	(269,454)	(840,593)
Cash flows from financing activities:			
Proceeds from issuance of debt	–	400,000	–
Repayment of debt	(210,108)	(514,457)	(330,363)
Proceeds from senior secured revolver	3,274,390	4,006,680	3,689,000

Payments for senior secured revolver	(3,627,690)	(4,068,880)	(3,173,800)
Proceeds from receivables-backed facility	4,652,000	2,445,500	1,784,728
Payments for receivables-backed facility	(4,392,000)	(2,445,500)	(2,244,728)
Payments of financing costs	(600)	(52,720)	–
Issuance of common stock, net of share repurchases for withholding taxes	3,623	3,415	454,326
Tax savings on share-based compensation	33	278	894
Capital contribution from non-controlling interest	6,754	7,992	12,708
Net cash provided by (used in) financing activities	(293,598)	(217,692)	192,765
Effect of exchange rate changes on cash and cash equivalents	(4,588)	(502)	808
Increase in cash and cash equivalents	22,844	46,817	13,534
Cash and cash equivalents, beginning of period	92,007	45,190	31,656
Cash and cash equivalents, end of period	$114,851	$92,007	$45,190

See Notes to Consolidated Financial Statements.

DEAN FOODS COMPANY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Years Ended December 31, 2011, 2010 and 2009

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Our Business − We are a leading food and beverage company in the United States, as well as a global leader in branded plant-based beverages, such as soy, almond and coconut milks, and other plant-based food products. As we continue to evaluate and seek to maximize the value of our strong brands and product offerings, we have aligned our leadership teams, operating strategies and supply chain initiatives around our three lines of business: Fresh Dairy Direct, WhiteWave-Alpro and Morningstar. Fresh Dairy Direct is the largest processor and distributor of milk and other dairy products in the country, with products sold under more than 50 familiar local and regional brands and a wide array of private labels. WhiteWave-Alpro markets and sells a variety of nationally branded dairy and dairy-related products, such as *Horizon Organic* milk and other dairy products, *International Delight* coffee creamers and *LAND O LAKES* creamers and fluid dairy products, and *Silk* plant-based beverages such as soy, almond and coconut milks and cultured soy products. WhiteWave-Alpro also offers branded plant-based beverages, such as soy, almond and hazelnut drinks, and food products in Europe and markets its products under the *Alpro* and *Provamel* brands. Morningstar is a leading U.S. manufacturer of ESL creams and creamers, beverage and cultured dairy products with an emphasis on foodservice and private label retail customers. These products include half and half, whipping cream, ice cream mix, value-added milks, sour cream and cottage cheese under an array of private labels and the *Friendship* brand.

Basis of Presentation and Consolidation − Our Consolidated Financial Statements are prepared in accordance with U.S. generally accepted accounting principles ("GAAP"), and include the accounts of our wholly-owned subsidiaries, as well as those of our 50% owned joint venture between WhiteWave and Hero Group ("Hero"). The resulting non-controlling interest' s share in the equity of the joint venture is presented as a separate component of stockholders' equity in the Consolidated Balance Sheets and Consolidated Statements of Stockholders' Equity (Deficit), and the net loss attributable to the non-controlling interest is presented in the Consolidated Statements of Operations. See Note 2 for information regarding the wind down of the joint venture. All intercompany balances and transactions are eliminated in consolidation.

As of December 31, 2011, we have presented an accrual related to a proposed litigation settlement in a new line item entitled current portion of litigation settlements. In prior periods, litigation settlement accruals were presented within the accounts payable and other accrued expenses line item. Our historical balance sheet has been recast to conform to the current presentation. See Note 18 for further information regarding our litigation settlements.

Unless otherwise indicated, references in the report to "we," "us" or "our" refer to Dean Foods Company and its subsidiaries, taken as a whole.

In the fourth quarter of 2011, our Chief Executive Officer, who is our chief operating decision maker, changed the way he determines strategy and investment plans for our operations. As a result, beginning in the fourth quarter of 2011, our Fresh Dairy Direct and Morningstar operations were separated so that our three reporting segments consisted of Fresh Dairy Direct, WhiteWave-Alpro and Morningstar. This change reflects the divergence between the go-to market strategies, customer bases and objectives of our businesses and reflects a change in how we expect to deploy our capital in the future. We believe these revised segments have increased internal focus and offered management and investors improved visibility into the performance of the segments against their specific objectives. All segment results set forth herein have been recast to present results on a comparable basis. These changes had no impact on consolidated net sales or operating income.

During the second quarter of 2010, we committed to a plan to sell the business operations of our Rachel' s Dairy companies ("Rachel' s"), which provide organic branded dairy-based chilled yogurt, milk and related dairy products primarily in the United Kingdom. The sale of these operations was completed on August 4, 2010. All of our Rachel' s operations, previously reported within the WhiteWave-Alpro segment, have been reclassified as discontinued operations. See Note 2. Unless stated otherwise, any reference to income statement items in these financial statements refers to results from continuing operations.

Use of Estimates − The preparation of our Consolidated Financial Statements in conformity with GAAP requires us to use our judgment to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the Consolidated Financial Statements and the reported amounts of net sales and expenses during the reporting period. Actual results could differ from these estimates under different assumptions or conditions.

Cash Equivalents − We consider temporary investments with an original maturity of three months or less to be cash equivalents.

Inventories − Inventories are stated at the lower of cost or market. Our products are valued using the first-in, first-out method. The costs of finished goods inventories include raw materials, direct labor and indirect production and overhead costs. Reserves for obsolete or excess inventory are not material.

Property, Plant and Equipment − Property, plant and equipment are stated at acquisition cost, plus capitalized interest on borrowings during the actual construction period of major capital projects. Also included in property, plant and equipment are certain direct costs related to the implementation of computer software for internal use. Depreciation is calculated using the straight-line method typically over the following range of estimated useful lives of the assets:

Asset	Useful Life
Buildings	15 to 40 years
Machinery and equipment	3 to 20 years
Leasehold improvements	Over the terms of the applicable lease agreements

We test property, plant and equipment for impairment when circumstances indicate that the carrying value may not be recoverable. Indicators of impairment could include significant changes in business environment or the planned closure of a facility. Considerable management judgment is necessary to evaluate the impact of operating changes and to estimate future cash flows. Assumptions used in our impairment evaluations include product development, volume growth and contribution margins. Leasehold improvements are amortized over the shorter of their lease term or their estimated useful lives. Expenditures for repairs and maintenance which do not improve or extend the life of the assets are expensed as incurred.

Goodwill and Intangible Assets − Identifiable intangible assets, other than indefinite-lived trademarks, are typically amortized over the following range of estimated useful lives:

Asset	Useful Life
Customer relationships	5 to 15 years
Certain finite-lived trademarks	5 to 15 years
Customer supply contracts	Over the terms of the agreements
Noncompetition agreements	Over the terms of the agreements
Deferred financing costs	Over the terms of the related debt

In accordance with Accounting Standards related to "Goodwill and Other Intangible Assets", we do not amortize goodwill and other intangible assets determined to have indefinite useful lives. Instead, we conduct impairment tests on our goodwill and indefinite-lived trademarks annually and when circumstances indicate that the carrying value may not be recoverable. To determine whether impairment exists, we primarily utilize a discounted future cash flow analysis.

Assets Held for Sale − We classify assets as held for sale when management approves and commits to a formal plan of sale and our expectation is that the sale will be completed within one year. The carrying value of the net assets of the business held for sale are then recorded at the fair market value, less costs to sell. As of December 31, 2011, $3.2 million assets held for sale related to the wind-down of our Hero joint venture within the WhiteWave-Alpro segment, were recorded within the assets held for sale line item on our Consolidated Balance Sheets and are no longer being depreciated. As of December 31, 2010, assets related to the sale of our yogurt operations of $55.6 million and $61.5 million, within Fresh Dairy Direct and Morningstar, respectively, were recorded within the assets held for sale line item on our Consolidated Balance Sheets and are no longer being depreciated. See Note 2. As of December 31, 2011 and 2010, assets of $1.8 million and $2.3 million, respectively, related to facilities that are closed or to be closed, were held for sale and recorded in the prepaid expenses and other current assets line on our Consolidated Balance Sheets within our Fresh Dairy Direct segment and are no longer being depreciated. In 2011 and 2010, we recorded charges of $16.5 million and $13.2 million, respectively, primarily to write down certain of the closed facility assets to their estimated fair value. These charges were recorded within facility closing and reorganization costs. See Note 16.

Foreign Currency Translation − The financial statements of our foreign subsidiaries are translated to U.S. dollars. The functional currency of our foreign subsidiaries is generally the local currency of the country. Accordingly, assets and liabilities of the foreign subsidiaries are translated to U.S. dollars at year-end exchange rates. Income and expense items are translated at the average rates prevailing during the year. Changes in exchange rates that affect cash flows and the related receivables or payables are recognized as transaction gains and losses and are recognized in the statement of operations with their related operational activity. Currently, an immaterial amount of transaction gains and losses are reflected in general and administrative expense in our Consolidated Statements of Operations. The cumulative translation adjustment in our Consolidated Statements of Stockholders' Equity (Deficit) reflects the unrealized adjustments resulting from translating the financial statements of our foreign subsidiaries.

Share-Based Compensation − Share-based compensation expense is recognized for equity awards over the vesting period based on their grant date fair value. The fair value of option awards is estimated at the date of grant using the Black-Scholes valuation model. The fair value of restricted stock unit awards is equal to the closing price of our stock on the date of grant. The fair value of our phantom shares is remeasured at each reporting period based on the closing price of our common stock on the last day of the respective reporting period. Compensation expense is recognized only for equity awards expected to vest. We estimate forfeitures at the date of grant based on our historical experience and future expectations. Share-based compensation expense is included within the same financial statement caption where the recipient' s cash compensation is reported and is classified as a corporate item for segment reporting. See Note 11.

Revenue Recognition, Sales Incentives and Accounts Receivable − Sales are recognized when persuasive evidence of an arrangement exists, the price is fixed or determinable, the product has been delivered to the customer and there is a reasonable assurance of collection of the sales proceeds. Sales are recorded net of allowances for returns, trade promotions and prompt pay and other discounts. We routinely offer sales incentives and discounts through various regional and national programs to our customers and consumers. These programs include rebates, shelf-price reductions, in-store display incentives, coupons and other trade promotional activities. These programs, as well as amounts paid to customers for shelf-space in retail stores, are considered reductions in the price of our products and thus are recorded as reductions to gross sales. Some of these incentives are recorded by estimating incentive costs based on our historical experience and expected levels of performance of the trade promotion. We maintain liabilities at the end of each period for the estimated incentive costs incurred but unpaid for these programs. Differences between estimated and actual incentive costs are normally insignificant and are recognized in earnings in the period such differences are determined.

We provide credit terms to customers generally ranging up to 30 days, perform ongoing credit evaluations of our customers and maintain allowances for potential credit losses based on our historical experience. Estimated product returns have not historically been material.

Income Taxes − All of our wholly-owned U.S. operating subsidiaries, as well as our proportional share of the operations of our unconsolidated affiliates and our consolidated joint venture, are included in our U.S. federal consolidated tax return. Our foreign subsidiaries are required to file local jurisdiction income tax returns with respect to their operations, the earnings from which are expected to be reinvested indefinitely. At December 31, 2011, no provision had been made for U.S. federal or state income tax on approximately $86.4 million of accumulated foreign earnings as they are considered to be indefinitely reinvested. Computation of the potential deferred tax liability associated with these undistributed earnings and other basis differences is not practicable.

Deferred income taxes arise from temporary differences between amounts recorded in the Consolidated Financial Statements and tax bases of assets and liabilities using enacted tax rates in effect for the years in which the differences are expected to reverse. Deferred tax assets, including the benefit of net operating loss and tax credit carry forwards, are evaluated based on the guidelines for realization and are reduced by a valuation allowance if deemed necessary.

We recognize the income tax benefit from an uncertain tax position when it is more likely than not that, based on technical merits, the position will be sustained upon examination, including resolutions of any related appeals or litigation processes. We recognize accrued interest related to uncertain tax positions as a component of income tax expense, and penalties, if incurred, are recognized as a component of operating income.

Advertising Expense − We market our products through advertising and other promotional activities, including media, agency, coupons, trade shows and other promotional activities. Advertising expense is charged to income during the period incurred, except for expenses related to the development of a major commercial or media campaign which are charged to income during the period in which the advertisement or campaign is first presented by the media. Advertising expense totaled $176.4 million in 2011, $190.7 million in 2010 and $174.3 million in 2009. Prepaid advertising was not material as of December 31, 2011 and 2010.

Shipping and Handling Fees − Our shipping and handling costs are included in both cost of sales and selling and distribution expense, depending on the nature of such costs. Shipping and handling costs included in cost of sales reflect inventory warehouse costs and product loading and handling costs. Shipping and handling costs included in selling and distribution expense consist primarily of those costs associated with moving finished products from production facilities through our distribution network, including costs associated with its distribution centers, route delivery costs and the cost of shipping products to customers through third party carriers. Shipping and handling costs that were recorded as a component of selling and distribution expense were $1.5 billion, $1.4 billion and $1.3 billion during 2011, 2010 and 2009, respectively.

Insurance Accruals − We retain selected levels of property and casualty risks, primarily related to employee health care, workers' compensation claims and other casualty losses. Many of these potential losses are covered under conventional insurance programs with third party carriers with high deductible limits. In other areas, we are self-insured with stop-loss coverage. Accrued liabilities for incurred but not reported losses related to these retained risks are calculated based upon loss development factors which contemplate a number of factors including claims history and expected trends.

Research and Development − Our research and development activities primarily consist of generating and testing new product concepts, new flavors and packaging. Our total research and development expense was $19.7 million, $25.8 million and $25.5 million for 2011, 2010 and 2009, respectively. Research and development costs are primarily included in general and administrative expenses in our Consolidated Statements of Operations.

Recently Issued Accounting Pronouncements − In May 2011, in an effort to assist in the convergence of U.S. GAAP and International Financial Reporting Standards ("IFRS"), the Financial Accounting Standards Board ("FASB") issued an Accounting Standards Update related to "Fair Value Measurements: Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs." The standard expands existing disclosure requirements for fair value measurements and makes certain other amendments, including a requirement to categorize, by level in the fair value hierarchy, items that are required to be disclosed, but not measured, at fair value. The standard is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011 and should be applied prospectively. We do not expect the adoption of this standard to have a material effect on our Consolidated Financial Statements.

In June 2011, the FASB issued an Accounting Standards Update related to "Presentation of Comprehensive Income." This standard revises the manner in which entities present comprehensive income in their financial statements. The new guidance removes the previously accepted presentation options and requires entities to report components of comprehensive income in either a continuous statement of comprehensive income, or two separate but consecutive statements. The standard is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, and requires retrospective application for all periods presented in the financial statements. In December 2011, the FASB indefinitely deferred the portion of this standard that requires entities to present reclassification adjustments out of accumulated other comprehensive income by component in both the statement in which net income is presented and the statement in which other comprehensive income is presented. The portions of this standard that have not been deferred by the FASB will change the presentation of comprehensive income in our Consolidated Financial Statements beginning with our Quarterly Report on Form 10-Q for the period ended March 31, 2012.

In September 2011, the FASB issued an Accounting Standards Update related to "Testing Goodwill for Impairment." The new guidance permits entities to make a qualitative assessment of whether it is more likely than not that a reporting unit' s fair value is less than its carrying amount before applying the two-step goodwill impairment test. Unless an entity concludes that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, it would not be required to perform the two-step impairment test for that reporting unit. The standard is effective for annual and interim goodwill impairment tests performed in fiscal years beginning after December 15, 2011, and early adoption is permitted. We are currently evaluating the impact this standard will have on our annual goodwill impairment testing process.

In September 2011, the FASB issued an Accounting Standards Update related to "Compensation - Retirement Benefits - Multiemployer Plans." This standard requires new quantitative and qualitative disclosures for multiemployer pension and other postretirement benefit plans. The objective of the amended disclosures is to provide users with more detailed information about the plans in which we participate. We have adopted this standard as of December 31, 2011. See Note 14.

2. DIVESTITURES, DISCONTINUED OPERATIONS AND ACQUISITIONS

Divestitures

In the second quarter of 2011, we began evaluating strategic alternatives related to our 50% owned joint venture between WhiteWave and Hero Group, which is a part of our WhiteWave-Alpro segment. During the third quarter of 2011, due to continued poor performance by the venture and a desire on our part to invest in core operations, a recommendation was made to, and approved by, the joint venture partners to wind down the joint venture operations during the fourth quarter of 2011. In conjunction with this action plan, we wrote down the joint venture' s long-lived assets to fair value less costs to sell as of September 30, 2011. Additionally, based on our continuing level of involvement with the joint venture, we have continued to consolidate the venture in our Consolidated Financial Statements. We completed the majority of the wind-down of the joint venture during the fourth quarter of 2011. As of December 31, 2011, $3.2 million of machinery and equipment related to the joint venture were recorded within the assets held for sale line item on our

Consolidated Balance Sheets. Upon completion of the wind-down in the first half of 2012, we may incur additional charges related to the final settlement with our joint venture partner, Hero Group.

In the first quarter of 2011, we committed to a plan to sell the fluid milk operations at our Fresh Dairy Direct manufacturing facility in Waukesha, Wisconsin ("Waukesha") as a result of the settlement of the United States Department of Justice ("DOJ") civil action related to our acquisition of the Consumer Products Division of Foremost Farms USA in April 2009. This operation did not meet the requirements to be accounted for as a discontinued operation. On September 8, 2011, we completed the sale of our Waukesha facility.

In the fourth quarter of 2010, we entered into two separate agreements to sell our Mountain High and private label yogurt operations. These operations did not meet the requirements to be accounted for as discontinued operations. The Mountain High yogurt operation was part of our Fresh Dairy Direct segment, and the private label yogurt operations were a part of our Fresh Dairy Direct and Morningstar segments.

On February 1, 2011, we completed the sale of our Mountain High yogurt operations for cash proceeds of approximately $85 million. We used the proceeds from the sale to prepay a portion of the outstanding 2012 tranche A term loan borrowings under our senior secured credit facility. We completed the sale of our private label yogurt operations for cash proceeds of approximately $93 million on April 1, 2011 and used the proceeds for additional debt repayments, including the full repayment of the remaining outstanding 2012 tranche A term loan borrowings. See Note 9.

We recorded a net pre-tax gain of $16.8 million during the year ended December 31, 2011, related to our divestitures. The gain was recorded in other operating income in our Consolidated Statements of Operations.

The following is a summary of the assets and liabilities of our Mountain High and private label yogurt operations that were held for sale as of December 31, 2010 (in thousands):

	Fresh Dairy Direct	Morningstar	Total
Assets:			
Current assets	$–	$8,329	$8,329
Property, plant and equipment, net	521	25,825	26,346
Goodwill, identifiable intangible and other assets, net	55,084	27,355	82,439
Assets held for sale	$55,605	$61,509	$117,114
Liabilities:			
Accounts payable and accrued expenses	$–	$3,839	$3,839

Discontinued Operations

During the second quarter of 2010, we committed to a plan to sell the business operations of Rachel' s, which provided organic branded dairy-based chilled yogurt, milk and related dairy products primarily in the United Kingdom. We completed the sale of our Rachel' s business on August 4, 2010 and recognized a gain of $5.7 million, net of tax. Our Rachel' s operations, previously reported within the WhiteWave-Alpro segment, have been reclassified as discontinued operations in our Consolidated Financial Statements for the years ended December 31, 2010 and 2009.

In September 2011, we recorded an additional pre-tax gain on the sale of Rachel' s of $4.1 million as a result of the final working capital cash settlement, which has been recorded in gain on sale of discontinued operations, net of tax in our Consolidated Statements of Operations.

The following is a summary of Rachel' s operating results, which are included in discontinued operations:

	Year Ended December 31	
	2010	2009
	(In thousands)	
Operations:		
Net sales	$26,319	$44,606
Income (loss) before income taxes	(3,783)	(642)
Income tax	1,399	(220)
Net income (loss)	$(2,384)	$(862)

In 2010 we recognized expense of $121,000 related to prior discontinued operations. In 2010 and 2009, we recognized a gain of $1.8 million and a gain of $89,000 on the sale of prior discontinued operations.

During the years ended December 31, 2011 and 2010, we recorded expenses of approximately $1.5 million and $9.8 million in connection with the Mountain High, private label yogurt, Waukesha and Rachel' s sales as well as other transactional activities. Of this amount, $3.6 million was recorded in discontinued operations during the year ended December 31, 2010. The remaining amount is recorded in general and administrative expenses in our Consolidated Statements of Operations.

Acquisitions

During 2009, we completed the acquisition of Alpro, as well as several other businesses that were not material individually or in the aggregate. The pro-forma impact of these acquisitions would not have materially changed our 2009 reported net earnings. In relation to these acquisitions and other transactional activities, we recorded expenses of approximately $31.3 million for the year ended December 31, 2009, which were recorded in general and administrative expenses in our Consolidated Statements of Operations.

3. INVESTMENT IN AFFILIATES

Unconsolidated Affiliate and Related Party

Consolidated Container Company − We own an approximately 25% non-controlling interest, on a fully diluted basis, in Consolidated Container Company ("CCC"), one of the nation' s largest manufacturers of rigid plastic containers and our largest supplier of plastic bottles and bottle components. We have owned our minority interest since July 2, 1999, when we sold our U.S. plastic packaging operations to CCC. Vestar Capital Partners, an unaffiliated entity, controls CCC through a majority ownership interest. Pursuant to our agreements with Vestar, we control two of the eight seats on CCC' s Management Committee.

Since July 2, 1999, our investment in CCC has been accounted for under the equity method of accounting. During 2001, we concluded that our investment was permanently impaired so we wrote off our remaining investment. Our investment in CCC has been recorded at zero value since then and is still generating no income under the equity method of accounting. We have received no distributions from CCC since writing the investment down in 2001. As the tax basis of our investment in CCC is calculated differently than the carrying value of the investment recognized in our Consolidated Financial Statements, the sale or liquidation of our investment, the timing of which may be beyond our control, could result in a significantly disproportionate tax obligation.

We have supply agreements with CCC to purchase certain of our requirements for plastic bottles and bottle components from CCC through December 31, 2014. We spent $360.3 million, $314.9 million and $268.2 million on products purchased from CCC during the years ended December 31, 2011, 2010 and 2009, respectively. As of December 31, 2011 and 2010, we had net payables to CCC of $24.5 million and $12.8 million, respectively.

Non-controlling Interest in Consolidated Affiliate

Hero/WhiteWave Joint Venture − In January 2008, we entered into and formed a 50/50 strategic joint venture with Hero Group ("Hero"), a producer of international fruit and infant nutrition brands. In 2011, the joint venture partners decided to wind down Hero' s operations. See Note 2.

During 2011 and 2010, our joint venture partner made cash contributions of $6.8 million and $8.0 million, respectively. Our joint venture partner did not make any non-cash contributions in 2011 or 2010. During 2011 and 2010, we made cash contributions of $6.9 million and $8.8 million, respectively, and continued non-cash contributions in the form of the capital lease for the manufacturing facility constructed at one of our existing WhiteWave plants. The joint venture has assets of $4.0 million, primarily equipment held for sale, and liabilities of $2.4 million, which are included within the WhiteWave-Alpro segment.

4. INVENTORIES

Inventories, net of reserves of $3.6 million and $5.9 million as of December 31, 2011 and 2010, consisted of the following:

	December 31	
	2011	2010
	(In thousands)	
Raw materials and supplies	$198,579	$187,176
Finished goods	253,571	238,400
Total	$452,150	$425,576

5. PROPE RTY, PLANT AND EQUIPMENT

Property, plant and equipment as of December 31, 2011 and 2010 consisted of the following:

	December 31	
	2011	2010
	(In thousands)	
Land	$250,929	$242,666
Buildings	942,703	927,836
Leasehold improvements	91,544	89,337
Machinery and equipment	2,510,253	2,381,545
Construction in progress	129,331	91,461
	3,924,760	3,732,845
Less accumulated depreciation	(1,810,380)	(1,619,454)
Total	$2,114,380	$2,113,391

For 2011 and 2010, we capitalized $1.5 million and $1.4 million in interest related to borrowings during the construction period of major capital projects, which is included as part of the cost of the related asset. Other non-cash additions to property, plant and equipment were $10.8 million and $13.0 million in 2011 and 2010.

6. GOODWILL AND INTANGIBLE ASSETS

Our goodwill and intangible assets have resulted from acquisitions. Upon acquisition, the purchase price is first allocated to identifiable assets and liabilities, including trademarks and customer-related intangible assets, with any remaining purchase price recorded as goodwill. Goodwill and trademarks with indefinite lives are not amortized.

A trademark is determined to have an indefinite life if it has a history of strong sales and cash flow performance that we expect to continue for the foreseeable future. If these perpetual trademark criteria are not met, the trademarks are amortized over their expected useful lives. Determining the expected life of a trademark is based on a number of factors including the competitive environment, trademark history and anticipated future trademark support.

Amortizable intangible assets are only evaluated for impairment upon a significant change in the operating environment. If an evaluation of the undiscounted cash flows indicates impairment, the asset is written down to its estimated fair value, which is generally based on discounted future cash flows.

We conduct impairment tests of goodwill and intangible assets with indefinite lives annually in the fourth quarter and on an interim basis when circumstances arise that indicate a possible impairment. We evaluate goodwill at the reporting unit level; our reporting units include Fresh Dairy Direct, WhiteWave, Morningstar and Alpro. We did not recognize any impairment charges related to goodwill during 2010 or 2009.

Interim Impairment Test at Fresh Dairy Direct − During the third quarter of 2011, we performed a step one interim goodwill analysis of our Fresh Dairy Direct reporting unit. A prolonged economic decline has resulted in significantly lower consumer spending, declining volumes in the fluid milk industry and increased competitive pricing pressures that are unlikely to improve materially. These conditions have continued to affect both consumption and pricing in our Fresh Dairy Direct product categories, which culminated in a change to our outlook for that business. We believed that these indicators of impairment were isolated to the Fresh Dairy Direct reporting unit and did not warrant interim testing for our WhiteWave, Morningstar and Alpro reporting units. We assessed each of these reporting units for impairment during the fourth quarter of 2011 in connection with our annual impairment test, as described more fully below.

Based on the results of the step one analysis, we determined that the carrying value of our Fresh Dairy Direct reporting unit exceeded its fair value. For purposes of the step one analysis, we estimated the fair value of the Fresh Dairy Direct reporting unit using both an income approach that analyzed projected discounted cash flows and a market approach that considered other comparable companies. Both approaches resulted in substantially similar values for our Fresh Dairy Direct reporting unit. We also compared the aggregate fair value estimates of all of our reporting units, using the fair values derived in our 2010 annual impairment test, conducted in the fourth quarter of 2010, for our other three reporting units, to our enterprise value (market capitalization plus outstanding indebtedness) as of the valuation date. In our view, the comparison indicated that the step one determination of fair value of Fresh Dairy Direct was reasonable.

In calculating the fair value of our Fresh Dairy Direct reporting unit we used unobservable inputs (Level 3, as defined in Note 10) and significant management judgment. We used the following estimates and assumptions in the discounted cash flow analysis:

A terminal EBITDA margin percentage reflecting our historical and forecasted EBITDA margins;
A terminal growth rate based on long term real growth rate potential and a long-term inflation forecast;
Assumptions regarding future capital expenditures reflective of maintaining facilities under normalized operations; and
An overall discount rate based on our weighted average cost of capital for the Fresh Dairy Direct reporting unit.

Additionally, under the market approach analysis, we used significant other observable inputs (Level 2, as defined in Note 10) including various peer company comparisons. Changes in these estimates or assumptions could materially affect the determination of fair value and the conclusions of the step one analysis for the reporting unit.

Because our Fresh Dairy Direct reporting unit carrying value was determined to be in excess of its fair value in our step one analysis, we were required to perform step two of the impairment analysis to determine the amount of goodwill impairment to be recorded. The amount of the impairment is calculated by comparing the implied fair value of the goodwill to its carrying amount, which requires us to allocate the fair value determined in the step one analysis to the individual assets and liabilities of the reporting unit. Any remaining fair value would represent the implied fair value of goodwill on the testing date.

The interim impairment analysis was not complete as of the filing date of our Quarterly Report on Form 10-Q for the period ended September 30, 2011; however, based on the work performed through the date of that filing, we concluded that an impairment charge between $1.9 billion and $2.1 billion could be reasonably estimated. Accordingly, we recorded a $1.9 billion, non-cash charge ($1.6 billion, net of tax), during the third quarter of 2011, which represented our best estimate of the impairment present at September 30, 2011. This impairment charge did not impact our operations, compliance with our debt covenants or our cash flows.

During the fourth quarter of 2011, we finalized the interim impairment analysis of Fresh Dairy Direct goodwill and other indefinite-lived intangible assets and recorded an additional non-cash impairment charge of $149.8 million ($57.9 million, net of tax). The adjustment to the initial impairment estimate booked during the third quarter of 2011 was the result of refining our valuation models to verify the overall accuracy and reasonableness of all significant inputs and assumptions. This impairment charge did not impact our operations, compliance with our debt covenants or our cash flows.

Annual Impairment Test of Goodwill and Indefinite-Lived Intangible Assets – Following the interim testing of our Fresh Dairy Direct reporting unit as described above, we conducted our annual impairment test during the fourth quarter of 2011. Considerable management judgment is necessary to evaluate goodwill and indefinite-lived intangible assets for impairment. We determine fair value using widely acceptable valuation techniques including discounted cash flows, market multiples analyses and relief from royalty analyses. Assumptions used in our valuations, such as forecasted growth rates and our cost of capital, are consistent with our internal projections and operating plans. The terminal growth rates utilized in calculating the fair value of our reporting units (ranging from 1% to 3.5%) is also dependent upon meeting our internal projections and operating plans, as well as other factors and assumptions.

Based on our analysis performed in the fourth quarter of 2011, each of our reporting units tested had fair values in excess of book values by approximately $512 million or 28.6%, $510 million or 94.5%, $1.2 billion or 106.7% and $193 million or 46.4% for Fresh Dairy Direct, Morningstar, WhiteWave and Alpro, respectively. The sum of the fair values of our reporting units was in excess of our market capitalization. We believe that the difference between the fair value and market capitalization is reasonable (in the context of assessing whether any asset impairment exists) when market-based control premiums are taken into consideration. Additionally, based on the analysis of our indefinite-lived trademarks performed in the fourth quarter of 2011, each of our trademarks had fair values in excess of their book values.

In 2009, we recognized an impairment charge of $0.5 million in Fresh Dairy Direct related to a perpetual trademark for a regional brand due to projected declining annualized sales volumes and profitability. These trademarks were no longer deemed to have a perpetual life and are being amortized over their respective estimated remaining lives.

We can provide no assurance that we will not have additional impairment charges in future periods as a result of changes in our operating results or our assumptions.

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The changes in the carrying amount of goodwill for the years ended December 31, 2011 and 2010 are as follows:

	Fresh Dairy Direct	WhiteWave-Alpro	Morningstar	Total
	(In thousands)			
Balance at December 31, 2009	$2,223,565	$712,912	$336,337	$3,272,814
Acquisitions and purchase accounting adjustments	(4,696)	–	–	(4,696)
Foreign currency translation	–	(6,487)	–	(6,487)
Goodwill transferred to assets held for sale (1)	(55,084)	–	(27,355)	(82,439)
Balance at December 31, 2010	$2,163,785	$706,425	$308,982	$3,179,192
Goodwill impairment	(2,075,836)	–	–	(2,075,836)
Acquisitions and purchase accounting adjustments	–	–	–	–
Foreign currency translation	–	(3,655)	–	(3,655)
Divestitures (Note 2)	(1,108)	–	(2,888)	(3,996)
Other (2)	–	59,566	–	59,566
Balance at December 31, 2011	$86,841	$762,336	$306,094	$1,155,271

(1) In the fourth quarter of 2010, we entered into agreements to sell our Mountain High and private label yogurt operations. In connection with these divestitures, goodwill of $82.4 million was allocated to these operations and recorded as assets held for sale as of December 31, 2010.

(2) In 2011, we identified that we had not set up a deferred tax liability for a trademark acquired as part of our acquisition of WhiteWave in 2002. We corrected this error as of December 31, 2011 and recorded an increase in the goodwill attributable to our WhiteWave reporting unit of $59.6 million, with a corresponding increase in deferred tax liabilities. See Note 8.

The gross carrying amount and accumulated amortization of our intangible assets other than goodwill as of December 31, 2011 and 2010 are as follows:

	December 31					
	2011			2010		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
	(In thousands)					
Intangible assets with indefinite lives:						
Trademarks(1)	$586,663	$–	$586,663	$593,387	$–	$593,387
Intangible assets with finite lives:						
Customer-related and other (1)	131,751	(53,652)	78,099	133,829	(44,622)	89,207
Trademarks(1)(2)	10,564	(4,938)	5,626	18,614	(4,474)	14,140
Total	$728,978	$(58,590)	$670,388	$745,830	$(49,096)	$696,734

(1) We wrote off $4.6 million of indefinite-lived intangibles and $1.5 million of net finite-lived intangibles during 2011 related to the divestitures disclosed in Note 2. The remaining decrease in the carrying amount of intangible assets with indefinite lives is primarily the result of foreign currency translation adjustments.

(2) During 2011, we sold a trademark with a gross carrying amount of $7.5 million.

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Amortization expense on intangible assets for the years ended December 31, 2011, 2010 and 2009 was $10.5 million, $11.3 million and $9.6 million, respectively. Estimated aggregate intangible asset amortization expense for the next five years is as follows:

2012	$9.3 million
2013	9.2 million
2014	8.5 million
2015	8.5 million
2016	8.5 million

7. ACCO UNTS PAYABLE AND ACCRUED EXPENSES

Accounts payable and accrued expenses as of December 31, 2011 and 2010 consisted of the following:

	December 31	
	2011	2010
	(In thousands)	
Accounts payable	$768,886	$782,185
Payroll and benefits	166,098	131,177
Health insurance, workers' compensation and other insurance costs	70,844	74,934
Current derivative liability	42,136	60,326
Other accrued liabilities	184,201	184,254
Total	$ 1,232,165	$ 1,232,876

8. INCO ME TAXES

The following table presents the 2011, 2010 and 2009 income tax expense (benefit):

	Year Ended December 31		
	2011(1)	2010(2)	2009(3)
		(In thousands)	
Current income taxes:			
Federal	$8,580	$(48,528)	$94,190
State	6,476	1,704	15,060
Foreign	598	2,050	3,295
Total current income tax expense (benefit)	15,654	(44,774)	112,545
Deferred income taxes:			
Federal	(399,773)	107,094	33,704
State	(71,698)	9,715	5,132
Foreign	(994)	1,447	464
Total deferred income tax expense (benefit)	(472,465)	118,256	39,300
Total income tax expense (benefit)	$(456,811)	$73,482	$151,845

(1) Excludes $0.5 million in income tax expense related to discontinued operations.
(2) Excludes $8.7 million in income tax benefit related to discontinued operations.
(3) Excludes $0.3 million in income tax benefit related to discontinued operations.

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The following table presents the 2011, 2010 and 2009 income (loss) from continuing operations before income taxes for our domestic and foreign operations:

	Year Ended December 31		
	2011	2010	2009
		(In thousands)	
United States	$(2,082,457)	$127,934	$370,642
Other Countries	29,859	23,288	9,823
Total income (loss) from continuing operations before income taxes	$(2,052,598)	$151,222	$380,465

The following is a reconciliation of income tax expense (benefit) computed at the U.S. federal statutory tax rate to income tax expense (benefit) reported in our Consolidated Statements of Operations:

	Year Ended December 31					
	2011		2010		2009	
	Amount	Percentage	Amount	Percentage	Amount	Percentage
			(In thousands, except percentages)			
Tax expense at statutory rate	$ (718,409)	35.0%	$ 52,928	35.0%	$ 133,163	35.0%
State income taxes	(41,237)	2.0	5,855	3.9	14,476	3.8
Foreign taxes versus U.S. statutory rate	(8,188)	0.4	(4,792)	(3.2)	884	0.2
Nondeductible goodwill	305,657	(14.9)	–	–	–	–
Deferred tax asset adjustment	–	–	10,848	7.2	–	–
Exclusion of non-controlling interest tax benefit	5,792	(0.2)	3,057	2.0	4,876	1.3
Nondeductible compensation	1,322	(0.1)	2,713	1.8	3,434	0.9
Other	(1,748)	0.1	2,873	1.9	(4,988)	(1.3)
Total	$(456,811)	22.3%	$73,482	48.6%	$151,845	39.9%

In 2010, we identified deferred tax asset balances associated with errors primarily related to periods prior to 2007. Since the effects of the errors are not material to the financial results for the year ending December 31, 2010 and were not material to any individual year prior to 2010, we adjusted our deferred tax assets and recorded a non-cash income tax charge of $10.8 million.

The tax effects of temporary differences giving rise to deferred income tax assets (liabilities) were:

	December 31	
	2011(1)	2010(2)
	(In thousands)	
Deferred income tax assets:		
Accrued liabilities	$166,469	$128,469
Retirement plans and postretirement benefits	53,307	38,324
Share-based compensation	47,482	45,091
Receivables and inventories	20,562	26,218
Derivative instruments	40,359	24,866
Net operating loss carryforwards	30,881	28,902
State and foreign tax credits	10,070	11,143
Other	4,876	3,774
Valuation allowances	(9,176)	(7,660)
	364,830	299,127
Deferred income tax liabilities:		
Intangible assets	(154,650)	(550,197)
Property, plant and equipment	(370,513)	(342,824)
Investment in unconsolidated affiliates	(22,731)	(21,167)
	(547,894)	(914,188)
Net deferred income tax liability	$(183,064)	$(615,061)

(1) Includes $10.1 million of deferred tax assets related to uncertain tax positions.

(2) Includes $14.3 million of deferred tax assets related to uncertain tax positions.

These net deferred income tax assets (liabilities) are classified in our Consolidated Balance Sheets as follows:

	December 31	
	2011	2010
	(In thousands)	
Current assets	$109,475	$141,653
Noncurrent liabilities	(292,539)	(756,714)
Total	$(183,064)	$(615,061)

As discussed in Note 6, in 2011, we identified that we had not set up a deferred tax liability for a trademark acquired as part of our acquisition of WhiteWave in 2002. We corrected this error as of December 31, 2011 and recorded an increase in deferred tax liabilities of $59.6 million with a corresponding increase to the goodwill attributable to our WhiteWave reporting unit.

At December 31, 2011, we had $30.9 million of tax-effected state and foreign net operating loss carryforwards and $10.1 million of state and foreign tax credits available for carryover to future years. These items are subject to certain limitations and begin to expire in 2012. A valuation allowance of $9.2 million has been established because we do not believe it is more likely than not that all of the deferred tax assets related to state and foreign net operating loss carryforwards, state credit carryforwards and foreign tax credit carryforwards will be realized prior to expiration. Our valuation allowance increased $1.5 million in 2011 for the expected nonutilization of certain state net operating loss carryforwards.

The following is a reconciliation of gross unrecognized tax benefits, including interest, recorded in our Consolidated Balance Sheets:

	December 31		
	2011	2010	2009
		(In thousands)	
Balance at beginning of year	$ 58,165	$72,611	$ 41,400
Increases in tax positions for current year	15,531	1,245	5,204
Increases in tax positions for prior years	4,518	7,857	5,641
Acquired increases in tax positions for prior years	–	–	31,019
Decreases in tax positions for prior years	(31,162)	(18,295)	(4,181)
Settlement of tax matters	(4,066)	(3,884)	(5,249)
Lapse of applicable statutes of limitations	(1,285)	(1,369)	(1,223)
Balance at end of year	$41,701	$58,165	$72,611

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These unrecognized tax benefits are classified in our Consolidated Balance Sheets as follows:

	December 31		
	2011	2010	2009
		(In thousands)	
Accrued expenses	$4,687	$5,620	$3,333
Other long-term liabilities	37,014	52,545	69,278
Total	$41,701	$58,165	$72,611

Of the balance at December 31, 2011, $26.8 million would impact our effective tax rate and $4.8 million would be offset by tax benefits associated with potential transfer pricing adjustments, if recognized. The remaining $10.1 million represents tax positions for which the ultimate deductibility is highly certain but for which there is uncertainty about the timing of such deductibility. Due to the impact of deferred income tax accounting, the disallowance of the shorter deductibility period would not affect our effective tax rate but would accelerate payment of cash to the applicable taxing authority. We do not expect any material changes to our liability for uncertain tax positions during the next 12 months.

We recognize accrued interest related to uncertain tax positions as a component of income tax expense. Penalties, if incurred, are recorded in general and administrative expenses in our Consolidated Statements of Operations. Income tax expense for 2011, 2010 and 2009 included interest expense, net of tax of $0, ($1.6) million, and $1.1 million, respectively. Our liability for uncertain tax positions included accrued interest of $4.1 million and $4.9 million at December 31, 2011 and 2010, respectively.

As of December 31, 2011, our 2008 to 2010 tax years remain subject to examination in our major jurisdictions. State income tax returns are generally subject to examination for a period of three to five years after filing. We have various state and foreign income tax returns in the process of examination, appeals or settlement.

9. DEBT

	December 31, 2011		December 31, 2010	
	Amount Outstanding	Interest Rate	Amount Outstanding	Interest Rate
		(In thousands, except percentages)		
Dean Foods Company debt obligations:				
Senior secured credit facility	$2,477,160	3.00%*	$3,033,529	2.96%*
Senior notes due 2016	498,959	7.00	498,765	7.00
Senior notes due 2018	400,000	9.75	400,000	9.75
	3,376,119		3,932,294	
Subsidiary debt obligations:				
Senior notes due 2017	129,117	6.90	127,504	6.90
Receivables-backed facility	260,000	1.31 **	–	
Capital lease obligations and other	692		7,727	
Alpro revolving credit facility	–		–	
	389,809		135,231	
	3,765,928		4,067,525	
Less current portion	(202,539)		(174,250)	
Total long-term portion	$3,563,389		$3,893,275	

* Represents a weighted average rate, including applicable interest rate margins, for the senior secured revolving credit facility, term loan A and term loan B.

** Represents a weighted-average rate, including applicable interest rate margins, for indebtedness outstanding under the receivables securitization facility.

The scheduled maturities of long-term debt at December 31, 2011, were as follows (in thousands):

	Total	Term Loan A	Term Loan B	Other*
2012	$202,539	$169,396	$17,675	$15,468
2013	491,813	213,975	17,675	260,163
2014	1,037,375	276,384	676,230	84,761
2015	10,535	−	10,535	−
2016	970,923	−	470,923	500,000
Thereafter	1,066,667	−	524,667**	542,000
Subtotal	3,779,852	659,755	1,717,705	1,402,392
Less discounts	(13,924)	−	−	(13,924)
Total outstanding debt	$3,765,928	$659,755	$1,717,705	$1,388,468

* Includes our revolving credit facility, receivables-backed facility, Dean Foods Company senior notes, subsidiary senior notes, capital lease obligations and other debt.

** The scheduled maturity of a portion of term loan B is April 2, 2017, subject to the condition that we meet certain leverage, debt, cash or credit rating tests following December 31, 2015. However, if at least one of these tests is not met, the maturity date for this portion of term loan B will be April 2, 2016.

Senior Secured Credit Facility − Our senior secured credit facility consists of an original combination of a $1.5 billion five-year revolving credit facility, a $1.5 billion five-year term loan A, and a $1.8 billion seven-year term loan B. In June 2010, we amended and restated the agreement governing the senior secured credit facility, and entered into a further amendment in December 2010, which included extension of the maturity dates for certain principal amounts, amendment of the maximum permitted leverage ratio and minimum interest coverage ratio and the addition of a senior secured leverage ratio (each as defined in our credit agreement), and the amendment of certain other terms. At December 31, 2011, there were outstanding borrowings of $660 million under the term loan A, $1.72 billion under the term loan B and $100 million under the revolving credit facility. Our average daily balance under the revolving credit facility during the year ended December 31, 2011 was $117.9 million. Letters of credit in the aggregate amount of $2.2 million were issued under the revolving credit facility but undrawn.

The amended and restated senior secured revolving credit facility is available for the issuance of up to $350 million of letters of credit and up to $150 million of swingline loans. No principal payments are due on the revolving credit facility until April 2, 2012, at which time any principal borrowings on a pro rata basis related to the $225 million of non-extended revolving credit facility commitments would become payable. No principal payments are due on the remaining $1.275 billion of extended revolving credit facility commitments until April 2, 2014. The credit agreement requires mandatory principal prepayments upon the occurrence of certain asset sales (provided that such sales, in total, exceed $250 million in any fiscal year), recovery events or as a result of exceeding certain leverage limits.

As discussed in Note 2, on February 1, 2011, we completed the sale of our Mountain High yogurt operations. We used the cash proceeds of approximately $85 million to prepay a portion of the outstanding 2012 tranche A term loan borrowings. Additionally, on April 1, 2011, we completed the sale of our private label yogurt operations and used the cash proceeds of approximately $93 million for additional debt repayments, including the full repayment of the remaining outstanding 2012 tranche A term loan borrowings.

Our credit agreement permits us to complete acquisitions that meet all of the following conditions without obtaining prior approval from our lenders: (1) the acquired company is involved in the manufacture, processing and distribution of food or packaging products or any other line of business in which we were engaged as of April 2007, (2) the net cash purchase price for any single acquisition is not greater than $500 million and not greater than $100 million if our leverage ratio is greater than 4.50 times on a pro-forma basis, (3) we acquire at least 51% of the acquired entity, (4) the transaction is approved by the board of directors or shareholders, as appropriate, of the target and (5) after giving effect to such acquisition on a pro-forma basis, we would have been in compliance with all financial covenants. All other acquisitions must be approved in advance by the required lenders.

The senior secured credit facility contains limitations on liens, investments and the incurrence of additional indebtedness, prohibits certain dispositions of property and restricts certain payments, including dividends. There are no restrictions on these certain payments, including dividends, when our leverage ratio is below 4.50 times on a pro-forma basis. The senior secured credit facility is secured by liens on substantially all of our domestic assets including the assets of our domestic subsidiaries, but excluding the capital stock of subsidiaries of the former Dean Foods Company ("Legacy Dean"), the real property owned by Legacy Dean and its subsidiaries, and accounts receivable associated with the receivables-backed facility.

The credit agreement contains standard default triggers, including without limitation: failure to maintain compliance with the financial and other covenants contained in the credit agreement, default on certain of our other debt, a change in control and certain other material adverse changes in our business. The credit agreement does not contain any requirements to maintain specific credit rating levels, except as described above with respect to determining the maturity date for the 2017 tranche of term loan B.

Receivables-Backed Facility − We have a $600 million receivables securitization facility pursuant to which certain of our subsidiaries sell their accounts receivable to four wholly-owned entities intended to be bankruptcy-remote. The entities then transfer the receivables to third-party asset-backed commercial paper conduits sponsored by major financial institutions. The assets and liabilities of these four entities are fully reflected in our Consolidated Balance Sheets, and the securitization is treated as a borrowing for accounting purposes.

On September 28, 2011, we amended the agreement governing the receivables-backed facility. The terms of the agreement were modified to extend the liquidity termination date to September 25, 2013, to include the ability to issue letters of credit of up to $300 million under the facility, and to amend certain other terms. As a result of the amendment, we incurred fees of approximately $0.6 million.

The total amount of receivables sold to these entities as of December 31, 2011 was $905.7 million. During 2011, we borrowed $4.7 billion and subsequently repaid $4.4 billion under this facility with a remaining drawn balance of $260.0 million at December 31, 2011, excluding letters of credit in the aggregate amount of $165.4 million that were issued but undrawn. Our average daily balance under the receivables-backed facility during the year ended December 31, 2011 was $313.0 million. The facility bears interest at a variable rate based upon commercial paper and LIBOR rates plus an applicable margin. Our ability to re-borrow under this facility is subject to a monthly borrowing base formula. Based on this formula, we could fully access the $600 million commitment as of December 31, 2011.

As discussed in Note 18, on February 14, 2012, the United States District Court for the Eastern District of Tennessee granted preliminary approval of our settlement agreement with the plaintiffs in the Tennessee dairy farmer actions. As part of the proposed settlement agreement, on February 21, 2012 we issued a standby letter of credit in the amount of $80 million, representing the subsequent payments due under the terms of the settlement agreement.

We are currently in compliance with all covenants under our credit agreements, and based on our internal projections we expect to maintain such compliance for the foreseeable future.

Dean Foods Company Senior Notes due 2018 − On December 16, 2010, we issued $400 million aggregate principal amount of 9.75% senior unsecured notes. The senior notes were sold in a private placement to qualified institutional buyers and in offshore transactions and were not registered under the Securities Act of 1933. On August 3, 2011, we exchanged $400 million of the senior notes for new notes evidencing the same indebtedness and with substantially similar terms as the corresponding series of old notes, except that the new notes are registered under the Securities Act and do not have restrictions on transfer, rights to special interest or registration rights. These notes are our senior unsecured obligations and mature on December 15, 2018 with interest payable on June 15 and December 15 of each year. The indenture under which we issued the senior notes due 2018 does not contain financial covenants but does contain covenants that, among other things, limit our ability to incur certain indebtedness, enter into sale-leaseback transactions and engage in mergers, consolidations and sales of all or substantially all of our assets. The carrying value of these notes at December 31, 2011 was $400.0 million.

Dean Foods Company Senior Notes due 2016 − On May 17, 2006, we issued $500 million aggregate principal amount of 7.0% senior unsecured notes. The senior unsecured notes mature on June 1, 2016, and interest is payable on June 1 and December 1 of each year. The indenture under which we issued the senior notes due 2016 does not contain financial covenants but does contain covenants that, among other things, limit our ability to incur certain indebtedness, enter into sale-leaseback transactions and engage in mergers, consolidations and sales of all or substantially all of our assets. The carrying value of these notes at December 31, 2011 was $499.0 million.

Subsidiary Senior Notes due 2017 − Legacy Dean had certain senior notes outstanding at the time of its acquisition, of which one series ($142 million aggregate principal amount) remains outstanding with a maturity date of October 15, 2017. The carrying value of these notes at December 31, 2011 was $129.1 million at 6.90% interest. The indenture governing the Legacy Dean senior notes does not contain financial covenants but does contain certain restrictions, including a prohibition against Legacy Dean and its subsidiaries granting liens on certain of their real property interests and a prohibition against Legacy Dean granting liens on the stock of its subsidiaries. The Legacy Dean senior notes are not guaranteed by Dean Foods Company or Legacy Dean' s wholly-owned subsidiaries.

Capital Lease Obligations and Other − Capital lease obligations and other subsidiary debt includes various promissory notes related to the purchase of property, plant and equipment and capital lease obligations. As of December 31, 2010, other subsidiary debt also included promissory notes for financing current year property and casualty insurance premiums. The various promissory notes payable provide for interest at varying rates and are payable in periodic installments of principal and interest until maturity, when the remaining principal balances are due. Capital lease obligations represent machinery and equipment financing obligations, which are payable in monthly installments of principal and interest and are collateralized by the related assets financed. See Note 18.

Alpro Revolving Credit Facility − On July 8, 2011, Alpro Comm VA renewed its multicurrency revolving credit facility for borrowings in an amount not to exceed 1 million (or its currency equivalent). The facility is unsecured and is guaranteed by Dean Foods Company and various Alpro Comm VA subsidiaries. Proceeds under the facility may be used for working capital and other general corporate purposes of Alpro Comm VA. The subsidiary revolving credit facility is available for the issuance of up to 1 million (or its currency equivalent) of letters of credit. No principal payments are due under the subsidiary revolving credit facility until maturity on July 2, 2012. At December 31, 2011, there were no outstanding borrowings under this facility.

Interest Rate Agreements − See Note 10 for information related to interest rate swap arrangements associated with our debt.

Guarantor Information − The 2016 and 2018 senior notes described above are our unsecured obligations and are fully and unconditionally, joint and severally guaranteed by substantially all of our wholly-owned U.S. subsidiaries other than our receivables securitization subsidiaries.

The following condensed consolidating financial information present the financial position, results of operations and cash flows of Dean Foods Company (“Parent”), the wholly-owned subsidiary guarantors of the Dean Foods Company senior notes due 2016 and 2018 and separately the combined results of the wholly-owned subsidiaries that are not a party to the guarantees. The wholly-owned non-guarantor subsidiaries reflect certain foreign and other operations, including our Hero/WhiteWave joint venture, in addition to our receivables securitization subsidiaries.

We have corrected the presentation of our audited condensed consolidating financial information for the years ended 2010 and 2009 to properly reflect the investment in and equity earnings of the non-guarantor subsidiaries by certain guarantor subsidiaries in accordance with SEC Regulation S-X, which were previously only presented in the Parent column. We have also restated amounts previously disclosed to (i) properly present the equity in earnings of consolidated subsidiaries in the Parent column which was previously presented in pre-tax income from subsidiaries, discontinued operations, and non-controlling interest, (ii) properly reflect guarantor subsidiaries' cash flows from operations which were included in the Parent column and correct the associated intercompany balances, and (iii) allocate certain deferred income taxes and other current and long-term tax liabilities from the Parent column to the guarantor and non-guarantor subsidiaries columns, correct the associated intercompany balances, and reflect corresponding changes to cash flows from operating and financing activities. These corrections had no impact on consolidated results as previously reported.

	Condensed Consolidating Balance Sheet as of December 31, 2011				
	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated Totals
			(In thousands)		
ASSETS					
Current assets:					
Cash and cash equivalents	$3,061	$6,221	$105,569	$–	$114,851
Receivables, net	104	61,156	884.849	–	946,109
Income tax receivable	24,934	–	26	–	24,960
Inventories	–	426,126	26,024	–	452,150
Intercompany receivables	–	4,821,647	–	(4,821,647)	–
Intercompany note receivable	–	125,000	–	(125,000)	–
Other current assets	44,779	117,952	12,339	–	175,070
Assets held for sale	–	–	3,182	–	3,182
Total current assets	72,878	5,558,102	1,031,989	(4,946,647)	1,716,322
Property, plant and equipment, net	413	1,931,787	182,180	–	2,114,380
Goodwill	0	993,250	162,021	–	1,155,271
Identifiable intangible and other assets, net	69,904	587,442	111,044	–	768,390
Investment in subsidiaries	7,738,221	356,983	–	(8,095,204)	–
Total	$7,881,416	$9,427,564	$1,487,234	$(13,041,851)	$5,754,363
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)					
Current liabilities:					
Accounts payable and accrued expenses	$148,543	$1,012,736	$70,886	$–	$1,232,165
Intercompany payables	4,245,143	–	576,504	(4,821,647)	–
Current portion of debt	202,012	259	268	–	202,539
Intercompany note payable	–	–	125,000	(125,000)	–
Current portion of litigation settlements	60,838	–	–	–	60,838
Total current liabilities	4,656,536	1,012,995	772,658	(4,946,647)	1,495,542
Long-term debt	3,174,107	129,282	260,000	–	3,563,389
Other long-term liabilities	81,171	547,066	92,846	–	721,083
Long-term litigation settlements	73,000	–	–	–	73,000
Dean Foods Company stockholders' equity (deficit)	(103,398)	7,738,221	356,983	(8,095,204)	(103,398)
Non-controlling interest	–	–	4,747	–	4,747
Total Stockholders' equity (deficit)	(103,398)	7,738,221	361,730	(8,095,204)	(98,651)
Total	$7,881,416	$9,427,564	$1,487,234	$(13,041,851)	$5,754,363

	Condensed Consolidating Balance Sheet as of December 31, 2010								
	Parent		Guarantor Subsidiaries		Non-Guarantor Subsidiaries		Eliminations		Consolidated Totals
	As Previously Reported	As Restated	As Previously Reported	As Restated	As Previously Reported	As Restated	As Previously Reported	As Restated	
	(In thousands)								
ASSETS									
Current assets:									
Cash and cash equivalents	$307	$307	$9,750	$9,750	$81,950	$81,950	$–	$–	$92,007
Receivables, net	353	353	33,941	33,941	856,725	856,725	–	–	891,019
Income tax receivable	71,173	71,173	–	–	164	164	–	–	71,337
Inventories	–	–	394,862	394,862	30,714	30,714	–	–	425,576
Intercompany receivables	193,051	193,051	4,211,670	4,677,374	13,924	13,924	(4,418,645)	(4,884,349)	–
Other current assets	105,345	25,850	96,967	176,407	16,851	16,906	–	–	219,163
Assets held for sale	–	–	117,114	117,114	–	–	–	–	117,114
Total current assets	370,229	290,734	4,864,304	5,409,448	1,000,328	1,000,383	(4,418,645)	(4,884,349)	1,816,216
Property, plant and equipment, net	222	222	1,900,192	1,900,192	212,977	212,977	–	–	2,113,391
Goodwill	–	–	3,013,516	3,013,516	165,676	165,676	–	–	3,179,192
Identifiable intangible and other assets, net	88,135	88,135	616,435	616,435	143,298	143,298	–	–	847,868
Investment in subsidiaries	9,335,787	9,335,787	–	494,947	–	–	(9,335,787)	(9,830,734)	–
Total	$9,794,373	$9,714,878	$10,394,447	$11,434,538	$1,522,279	$1,522,334	$(13,754,432)	$(14,715,083)	$7,956,667
LIABILITIES AND STOCKHOLDERS' EQUITY									
Current liabilities:									
Accounts payable and accrued expenses	$138,869	$135,685	$1,014,819	$1,018,003	$79,188	$79,188	$–	$–	$1,232,876
Intercompany payables	3,568,750	4,060,029	21,586	21,586	828,309	802,734	(4,418,645)	(4,884,349)	–
Current portion of debt	167,540	167,540	6,454	6,454	256	256	–	–	174,250
Liabilities of disposal groups held for sale	–	–	3,839	3,839	–	–	–	–	3,839
Current portion of litigation settlements	30,000	30,000	–	–	–	–	–	–	30,000
Total current liabilities	3,905,159	4,393,254	1,046,698	1,049,882	907,753	882,178	(4,418,645)	(4,884,349)	1,440,965

Long-term debt	3,764,754	3,764,754	127,892	127,892	629	629	–	–	3,893,275
Other long-term liabilities	624,935	57,345	379,017	920,977	104,407	130,037	–	–	1,108,359
Dean Foods Company stockholders' equity	1,499,525	1,499,525	8,840,840	9,335,787	494,947	494,947	(9,335,787)	(9,830,734)	1,499,525
Non-controlling interest	–	–	–	–	14,543	14,543	–	–	14,543
Total Stockholders' equity	1,499,525	1,499,525	8,840,840	9,335,787	509,490	509,490	(9,335,787)	(9,830,734)	1,514,068
Total	$9,794,373	$9,714,878	$10,394,447	$11,434,538	$1,522,279	$1,522,334	$(13,754,432)	$(14,715,083)	$7,956,667

	Condensed Consolidating Statement of Operations for the Year Ended December 31, 2011				
	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated Totals
			(In thousands)		
Net sales	$–	$12,669,751	$385,742	$–	$13,055,493
Cost of sales	–	9,806,337	231,570	–	10,037,907
Gross profit	–	2,863,414	154,172	–	3,017,586
Selling and distribution	–	1,872,808	90,940	–	1,963,748
General and administrative	9,614	552,496	46,758	–	608,868
Amortization of intangibles	–	9,152	1,387	–	10,539
Facility closing and reorganization costs	–	45,688	–	–	45,688
Litigation settlements	131,300	–	–	–	131,300
Goodwill impairment	–	2,075,836	–	–	2,075,836
Other operating income	(800)	(36,377)	20,346	–	(16,831)
Interest expense	234,517	11,071	7,363	–	252,951
Other (income) expense, net	(10,664)	9,418	(669)	–	(1,915)
Loss from continuing operations before income taxes and equity in earnings (loss) of subsidiaries	(363,967)	(1,676,678)	(11,953)	–	(2,052,598)
Income tax benefit	(134,994)	(311,627)	(10,190)	–	(456,811)
Loss before equity in earnings (loss) of subsidiaries	(228,973)	(1,365,051)	(1,763)	–	(1,595,787)
Equity in earnings (loss) of consolidated subsidiaries	(1,346,648)	18,403	–	1,328,245	–
Loss from continuing operations	(1,575,621)	(1,346,648)	(1,763)	1,328,245	(1,595,787)
Gain on sale of discontinued operations, net of tax	–	–	3,616	–	3,616
Net income (loss)	(1,575,621)	(1,346,648)	1,853	1,328,245	(1,592,171)
Net loss attributable to non-controlling interest	–	–	16,550	–	16,550
Net income (loss) attributable to Dean Foods Company	$(1,575,621)	$(1,346,648)	$18,403	$1, 328,245	$(1,575,621)

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	Parent		Guarantor Subsidiaries		Non-Guarantor Subsidiaries	Eliminations		Consolidated Totals
	As Previously Reported	As Restated	As Previously Reported	As Restated		As Previously Reported	As Restated	
	Condensed Consolidating Statement of Operations for the Year Ended December 31, 2010 (In thousands)							
Net sales	$–	$–	$11,760,772	$11,760,772	$ 362,115	$–	$–	$12,122,887
Cost of sales	–	–	8,905,747	8,905,747	211,218	–	–	9,116,965
Gross profit	–	–	2,855,025	2,855,025	150,897	–	–	3,005,922
Selling and distribution	–	–	1,807,075	1,807,075	97,451	–	–	1,904,526
General and administrative	7,924	7,924	584,982	584,982	48,045	–	–	640,951
Facility closing and reorganization costs	–	–	30,761	30,761	–	–	–	30,761
Litigation settlements	–	–	30,000	30,000	–	–	–	30,000
Interest expense	237,037	237,037	10,598	10,598	666	–	–	248,301
Other (income) expense, net	(7,909)	(7,909)	8,948	8,948	(878)	–	–	161
Income from subsidiaries	(388,274)	–	–	–	–	388,274	–	–
Income (loss) from continuing operations before income taxes and equity in earnings of subsidiaries	151,222	(237,052)	382,661	382,661	5,613	(388,274)	–	151,222
Income tax expense (benefit)	73,482	(112,490)	185,947	185,947	25	(185,972)	–	73,482
Income (loss) before equity in earnings of subsidiaries	77,740	(124,562)	196,714	196,714	5,588	(202,302)	–	77,740
Equity in earnings of consolidated subsidiaries	–	216,053	–	19,339	–	–	(235,392)	–
Income from continuing operations	77,740	91,491	196,714	216,053	5,588	(202,302)	(235,392)	77,740
Gain on sale of discontinued operations, net of tax	7,521	–	–	–	7,521	(7,521)	–	7,521
Loss from discontinued operations, net of tax	(2,505)	–	–	–	(2,505)	2,505	–	(2,505)
Net income	82,756	91,491	196,714	216,053	10,604	(207,318)	(235,392)	82,756
Net loss attributable to non-controlling interest	8,735	–	–	–	8,735	(8,735)	–	8,735
Net income attributable to Dean Foods Company	$ 91,491	$91,491	$196,714	$216,053	$ 19,339	$ (216,053)	$(235,392)	$91,491

	Condensed Consolidating Statement of Operations for the Year Ended December 31, 2009							
	Parent		Guarantor Subsidiaries		Non-Guarantor Subsidiaries	Eliminations		Consolidated Totals
	As Previously Reported	As Restated	As Previously Reported	As Restated		As Previously Reported	As Restated	
	(In thousands)							
Net sales	$ –	$ –	$ 10,928,250	$10,928,250	$ 185,532	$ –	$ –	$11,113,782
Cost of sales	–	–	7,896,766	7,896,766	111,795	–	–	8,008,561
Gross profit	–	–	3,031,484	3,031,484	73,737	–	–	3,105,221
Selling and distribution	–	–	1,752,829	1,752,829	66,004	–	–	1,818,833
General and administrative	18,287	18,287	591,569	591,569	23,616	–	–	633,472
Facility closing and reorganization costs	–	–	30,162	30,162	–	–	–	30,162
Interest expense	230,454	230,454	14,912	14,912	1,144	–	–	246,510
Other (income) expense, net	(22,468)	(22,468)	19,060	19,060	(813)	–	–	(4,221)
Income from subsidiaries	(606,738)	–	–	–	–	606,738	–	–
Income (loss) from continuing operations before income taxes and equity in earnings (loss) of subsidiaries	380,465	(226,273)	622,952	622,952	(16,214)	(606,738)	–	380,465
Income tax expense (benefit)	151,845	(94,601)	248,622	248,622	(2,176)	(246,446)	–	151,845
Income (loss) before equity in earnings (loss) of subsidiaries	228,620	(131,672)	374,330	374,330	(14,038)	(360,292)	–	228,620
Equity in earnings (loss) of consolidated subsidiaries	–	371,980	–	(2,439)	–	–	(369,541)	–
Income (loss) from continuing operations	228,620	240,308	374,330	371,891	(14,038)	(360,292)	(369,541)	228,620
Gain on sale of discontinued operations, net of tax	89	–	89	89	–	(89)	–	89
Loss from discontinued operations, net of tax	(862)	–	–	–	(862)	862	–	(862)
Net income (loss)	227,847	240,308	374,419	371,980	(14,900)	(359,519)	(369,541)	227,847
Net loss attributable to non-controlling interest	12,461	–	–	–	12,461	(12,461)	–	12,461
Net income (loss) attributable to Dean Foods Company	$ 240,308	$240,308	$374,419	$371,980	$ (2,439)	$ (371,980)	$(369,541)	$240,308

	Condensed Consolidating Statement of Cash Flows for the Year Ended December 31, 2011			
	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidated Totals
	(In thousands)			
Net cash provided by (used in) continuing operations	$(89,511)	$540,273	$(2,246)	$448,516
Net cash provided by discontinued operations	–	–	774	774
Net cash provided by (used in) operating activities	(89,511)	540,273	(1,472)	449,290
Payments for property, plant and equipment	–	(312,187)	(13,297)	(325,484)
Proceeds from insurance proceeds	–	786	–	786
Net proceeds from divestitures	–	185,270	–	185,270
Proceeds from sale of fixed assets	–	7,512	40	7,552
Net cash used in investing activities – continuing operations	–	(118,619)	(13,257)	(131,876)
Net cash provided by investing activities – discontinued operations	–	–	3,616	3,616
Net cash used in investing activities	–	(118,619)	(9,641)	(128,260)
Repayment of debt	(203,070)	(6,418)	(620)	(210,108)
Proceeds from senior secured revolver	3,274,390	–	–	3,274,390
Payments for senior secured revolver	(3,627,690)	–	–	(3,627,690)
Proceeds from receivables-backed facility	–	–	4,652,000	4,652,000
Payments for receivables-backed facility	–	–	(4,392,000)	(4,392,000)
Payment of deferred financing costs	(600)	–	–	(600)
Issuance of common stock, net of share repurchases for withholding taxes	3,623	–	–	3,623
Tax savings on share-based compensation	33	–	–	33
Capital contribution from non-controlling interest	–	–	6,754	6,754
Net change in intercompany balances	645,579	(418,765)	(226,814)	–
Net cash provided by (used in) financing activities	92,265	(425,183)	39,320	(293,598)
Effect of exchange rate changes on cash and cash equivalents	–	–	(4,588)	(4,588)
Increase (decrease) in cash and cash equivalents	2,754	(3,529)	23,619	22,844

Cash and cash equivalents, beginning of period	307	9,750	81,950	92,007
Cash and cash equivalents, end of period	$3,061	$6,221	$105,569	$114,851

	Condensed Consolidating Statement of Cash Flows for the Year Ended December 31, 2010						
	Parent		Guarantor Subsidiaries		Non-Guarantor Subsidiaries		Consolidated Totals
	As Previously Reported	As Restated	As Previously Reported	As Restated	As Previously Reported	As Restated	
				(In thousands)			
Net cash provided by (used in) continuing operations	$149,935	$(186,669)	$380,908	$719,117	$(5,143)	$(6,748)	$525,700
Net cash provided by discontinued operations	–	–	–	–	8,765	8,765	8,765
Net cash provided by (used in) operating activities	149,935	(186,669)	380,908	719,117	3,622	2,017	534,465
Payments for property, plant and equipment	–	–	(288,785)	(288,785)	(13,189)	(13,189)	(301,974)
Payments for acquisitions, net of cash received	–	–	–	–	–	–	–
Proceeds from sale of fixed assets	–	–	8,212	8,212	187	187	8,399
Net cash used in investing activities – continued operations	–	–	(280,573)	(280,573)	(13,002)	(13,002)	(293,575)
Net cash provided by investing activities – discontinued operations	–	–	–	–	24,121	24,121	24,121
Net cash provided by (used in) investing activities	–	–	(280,573)	(280,573)	11,119	11,119	(269,454)
Proceeds from the issuance of debt	400,000	400,000	–	–	–	–	400,000
Repayment of debt	(501,220)	(501,220)	(13,092)	(13,092)	(145)	(145)	(514,457)
Proceeds from senior secured revolver	4,006,680	4,006,680	–	–	–	–	4,006,680
Payments for senior secured revolver	(4,068,880)	(4,068,880)	–	–	–	–	(4,068,880)
Proceeds from receivables-backed facility	–	–	–	–	2,445,500	2,445,500	2,445,500
Payments for receivables-backed facility	–	–	–	–	(2,445,500)	(2,445,500)	(2,445,500)
Payment of deferred financing costs	(52,720)	(52,720)	–	–	–	–	(52,720)
Issuance of common stock, net of share repurchases for withholding taxes	3,415	3,415	–	–	–	–	3,415
Tax savings on share-based compensation	278	278	–	–	–	–	278

Capital contribution from non-controlling interest	–	–	–	–	7,992	7,992	7,992
Net change in intercompany balances	53,154	389,758	(77,493)	(415,702)	24,339	25,944	–
Net cash provided by (used in) financing activities	(159,293)	177,311	(90,585)	(428,794)	32,186	33,791	(217,692)
Effect of exchange rate changes on cash and cash equivalents	–	–	–	–	(502)	(502)	(502)
Increase (decrease) in cash and cash equivalents	(9,358)	(9,358)	9,750	9,750	46,425	46,425	46,817
Cash and cash equivalents, beginning of period	9,665	9,665	–	–	35,525	35,525	45,190
Cash and cash equivalents, end of period	$307	$307	$9,750	$9,750	$81,950	$81,950	$92,007

	Condensed Consolidating Statement of Cash Flows for the Year Ended December 31, 2009						
	Parent		Guarantor Subsidiaries		Non-Guarantor Subsidiaries		Consolidated Totals
	As Previously Reported	As Restated	As Previously Reported	As Restated	As Previously Reported	As Restated	
				(In thousands)			
Net cash provided by (used in) continuing operations	$194,778	$(163,482)	$421,541	$782,702	$41,760	$38,859	$658,079
Net cash provided by (used in) discontinued operations	–	–	(735)	(735)	3,210	3,210	2,475
Net cash provided by (used in) operating activities	194,778	(163,482)	420,806	781,967	44,970	42,069	660,554
Payments for property, plant and equipment	(1,220)	(1,220)	(260,809)	(260,809)	(5,661)	(5,661)	(267,690)
Payments for acquisitions, net of cash received	(580,068)	(580,068)	–	–	(1,143)	(1,143)	(581,211)
Proceeds from sale of fixed assets	–	–	8,833	8,833	–	–	8,833
Net cash used in investing activities – continuing operations	(581,288)	(581,288)	(251,976)	(251,976)	(6,804)	(6,804)	(840,068)
Net cash used in investing activities – discontinued operations	–	–	–	–	(525)	(525)	(525)
Net cash used in investing activities	(581,288)	(581,288)	(251,976)	(251,976)	(7,329)	(7,329)	(840,593)
Repayment of debt	(186,751)	(186,751)	(143,612)	(143,612)	–	–	(330,363)
Proceeds from senior secured revolver	3,689,000	3,689,000	–	–	–	–	3,689,000
Payments for senior secured revolver	(3,173,800)	(3,173,800)	–	–	–	–	(3,173,800)
Proceeds from receivables-backed facility	–	–	–	–	1,784,728	1,784,728	1,784,728
Payments for receivables-backed facility	–	–	–	–	(2,244,728)	(2,244,728)	(2,244,728)
Issuance of common stock, net of share repurchases for withholding taxes	454,326	454,326	–	–	–	–	454,326
Tax savings on share-based compensation	894	894	–	–	–	–	894
Capital contribution from non-controlling interest	–	–	–	–	12,708	12,708	12,708
Net change in intercompany balances	(396,885)	(38,625)	(38,770)	(399,931)	435,655	438,556	–
Net cash provided by (used in) financing activities	386,784	745,044	(182,382)	(543,543)	(11,637)	(8,736)	192,765
Effect of exchange rate changes on cash and cash equivalents	–	–	–	–	808	808	808
Increase (decrease) in cash and cash equivalents	274	274	(13,552)	(13,552)	26,812	26,812	13,534
Cash and cash equivalents, beginning of period	9,391	9,391	13,552	13,552	8,713	8,713	31,656
Cash and cash equivalents, end of period	$9,665	$9,665	$–	$–	$35,525	$35,525	$45,190

10. DERIVATIVE FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS

Derivative Financial Instruments

Interest Rates − We have interest rate swap agreements in place that have been designated as cash flow hedges against variable interest rate exposure on a portion of our debt, with the objective of minimizing the impact of interest rate fluctuations and stabilizing cash flows. These swap agreements provide hedges for interest rates on our senior secured credit facility by fixing the LIBOR component of interest rates specified in the senior secured credit facility at the interest rates noted below until the indicated expiration dates of these interest rate swap agreements.

The following table summarizes our various interest rate agreements as of December 31, 2011:

Fixed Interest Rates	Expiration Date	Notional Amounts
		(In millions)
4.91%	March 30, 2012	$ 1,250
0.415% to 0.418%(1)	March 30, 2012 - December 30, 2012	900
1.60% to 1.84%(2)	December 31, 2013	800
2.75% to 2.84%(2)	March 31, 2016	200
2.70% to 3.17%(2)	March 31, 2017	650

(1) In September 2011, we entered into forward-starting interest rate swap agreements with an effective date of December 30, 2011. The notional amounts of the swap agreements decrease by $400 million on March 30, 2012 and the remaining notional amounts expire on December 30, 2012.

(2) In August 2010 and April 2011, we entered into forward-starting interest rate swap agreements with an effective date of March 30, 2012.

These swaps are recorded as an asset or liability in our Consolidated Balance Sheets at fair value, with an offset to accumulated other comprehensive income to the extent the hedge is effective. Derivative gains and losses included in other comprehensive income are reclassified into earnings as the underlying transaction occurs. Any ineffectiveness in our hedges is recorded as an adjustment to interest expense. There was no hedge ineffectiveness during 2011, 2010 or 2009.

We are exposed to market risk under these arrangements due to the possibility of interest rates on our senior secured credit facility falling below the rates on our interest rate derivative agreements. Credit risk under these arrangements is believed to be remote as the counterparties to our interest rate swap agreements are major financial institutions; however, if any of the counterparties to our hedging arrangements become unable to fulfill their obligations to us, we may lose the financial benefits of these arrangements.

Commodities − We are exposed to commodity price fluctuations, including milk, organic and non-genetically modified ("non-GMO") soybeans, butterfat, sweeteners and other commodity costs used in the manufacturing, packaging and distribution of our products, including utilities, natural gas, resin and diesel fuel. To secure adequate supplies of materials and bring greater stability to the cost of ingredients and their related manufacturing, packaging and distribution, we routinely enter into forward purchase contracts and other purchase arrangements with suppliers. Under the forward purchase contracts, we commit to purchasing agreed-upon quantities of ingredients and commodities at agreed-upon prices at specified future dates. The outstanding purchase commitment for these commodities at any point in time typically ranges from one month' s to one year' s anticipated requirements, depending on the ingredient or commodity. These contracts are considered normal purchases.

In addition to entering into forward purchase contracts, from time to time we may purchase over-the-counter contracts with our qualified banking partners or exchange-traded commodity futures contracts for raw materials that are ingredients of our products or components of such ingredients. Certain of the contracts offset the risk of increases in our commodity costs, and are designated as hedging instruments when appropriate. Other contracts may be executed related to certain customer pricing arrangements. We have not designated such contracts as hedging instruments; therefore, the contracts are marked to market at each reporting period and a derivative asset or liability is recorded on our balance sheet. A summary of these open commodities contracts recorded at fair value in our Consolidated Balance Sheets at December 31, 2011 is included in the table below.

Although we may utilize forward purchase contracts and other instruments to mitigate the risks related to commodity price fluctuation, such strategies do not fully mitigate commodity price risk. Adverse movements in commodity prices over the terms of the contracts or instruments could decrease the economic benefits we derive from these strategies.

Foreign Currency – Our international operations represented approximately 11% and 3% of our long-lived assets and net sales, respectively, as of and for the year ended December 31, 2011. Sales in foreign countries, as well as certain expenses related to those sales, are transacted in currencies other than our reporting currency, the U.S. dollar. Our foreign currency exchange rate risk is primarily limited to the euro and the British pound. We may, from time to time, employ derivative financial instruments to manage our exposure to fluctuations in foreign currency rates or enter into forward currency exchange contracts to hedge our net investment and intercompany payable or receivable balances in foreign operations.

As of December 31, 2011 and 2010, our derivatives recorded at fair value in our Consolidated Balance Sheets were:

	Derivative Assets		Derivative Liabilities	
	December 31, 2011	December 31, 2010	December 31, 2011	December 31, 2010
	(In thousands)			
Derivatives designated as Hedging Instruments				
Interest rate swap contracts – current(1)	$ –	$ –	$ 38,260	$ 59,379
Interest rate swap contracts – noncurrent(2)	–	4,156	64,037	13,058
Commodities contracts – current(1)	93	2,754	2,346	–
Foreign currency contracts – current (1)	411	–	–	–
Derivatives not designated as Hedging Instruments				
Commodities contracts – current(1)	2,006	1,478	1,530	947
Total derivatives	$ 2,510	$ 8,388	$ 106,173	$ 73,384

(1) Derivative assets and liabilities that have settlement dates equal to or less than 12 months from the respective balance sheet date were included in other current assets and accounts payable and accrued expenses, respectively, in our Consolidated Balance Sheets.

(2) Derivative assets and liabilities that have settlement dates greater than 12 months from the respective balance sheet date were included in identifiable intangible and other assets, net and other long-term liabilities, respectively, in our Consolidated Balance Sheets.

Gains and losses on derivatives designated as cash flow hedges reclassified from accumulated other comprehensive income into income were as follows (in thousands):

	Year Ended December 31		
	2011	2010	2009
Losses on interest rate swap contracts(1)	$ 61,387	$ 96,573	$ 113,238
(Gains)/losses on commodities contracts(2)	(3,097)	6	–
Losses on foreign currency contracts(3)	101	–	–

(1) Recorded in interest expense in our Consolidated Statements of Operations.

(2) Recorded in selling and distribution or cost of sales, depending on commodity type, in our Consolidated Statements of Operations.

(3) Recorded in cost of sales in our Consolidated Statements of Operations.

Based on current interest rates, commodity prices and exchange rates, we estimate that $38.2 million of hedging activity related to our interest rate swaps, $2.6 million of hedging activity related to our commodities contracts and $0.4 million of hedging activity related to our foreign currency contracts will be reclassified from accumulated other comprehensive income into income within the next 12 months.

Fair Value Measurements

Fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering assumptions, we follow a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

Level 1 − Quoted prices for identical instruments in active markets.

Level 2 − Quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model-derived valuations, in which all significant inputs are observable in active markets.

Level 3 − Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

A summary of our derivative assets and liabilities measured at fair value on a recurring basis as of December 31, 2011 is as follows (in thousands):

	Fair Value as of December 31, 2011	Level 1	Level 2	Level 3
Asset − Interest rate swap contracts	$ –	$ –	$–	$ –
Liability − Interest rate swap contracts	102,297	–	102,297	–
Asset − Commodities contracts	2,099	–	2,099	–
Liability − Commodities contracts	3,876	–	3,876	–
Asset - Foreign currency contracts	411	–	411	–

A summary of our derivative assets and liabilities measured at fair value on a recurring basis as of December 31, 2010 is as follows (in thousands):

	Fair Value as of December 31, 2010	Level 1	Level 2	Level 3
Asset − Interest rate swap contracts	$ 4,156	$ –	$4,156	$ –

Liability − Interest rate swap contracts	72,437	−	72,437	−
Asset − Commodities contracts	4,232	−	4,232	−
Liability − Commodities contracts	947	−	947	−

The fair value of our interest rate swaps is determined based on the notional amounts of the swaps and the forward LIBOR curve relative to the fixed interest rates under the swap agreements. The fair value of our commodities contracts is based on the quantities and fixed prices under the agreements and quoted forward commodity prices. The fair value of our foreign currency contracts is based on the notional amounts and rates under the contracts and observable market forward exchange rates. We classify these instruments in Level 2 because quoted market prices can be corroborated utilizing observable benchmark market rates at commonly quoted intervals, observable current and forward commodity market prices on active exchanges, and observable market transactions of spot currency rates and forward currency prices. We did not significantly change our valuation techniques from prior periods.

Due to their near-term maturities, the carrying amounts of accounts receivable and accounts payable are considered equivalent to fair value. In addition, because the interest rates on our senior secured credit facility and certain other debt are variable, their fair values approximate their carrying values.

The fair value of our Dean Foods Company senior notes and subsidiary senior notes was determined based on quoted market prices. The following table presents the carrying value and fair value of our senior and subsidiary senior notes at December 31:

	2011		2010	
	Carrying Value	Fair Value	Carrying Value	Fair Value
	(In thousands)			
Subsidiary senior notes due 2017	$ 129,117	$ 136,853	$ 127,504	$ 123,185
Dean Foods Company senior notes due 2016	498,959	493,750	498,765	458,750
Dean Foods Company senior notes due 2018	400,000	426,000	400,000	403,000

We have certain deferred compensation assets that are held at fair value. These assets are classified in Level 2, as fair value can be corroborated based on quoted market prices for identical or similar instruments in markets that are not active. The following table presents a summary of these assets measured at fair value on a recurring basis as of December 31, 2011 (in thousands):

	Total	Level 1	Level 2	Level 3
Money market	$83	$–	$83	$–
Mutual funds	3	–	3	–

The following table presents a summary of the deferred compensation assets measured at fair value on a recurring basis as of December 31, 2010 (in thousands):

	Total	Level 1	Level 2	Level 3
Money market	$3,502	$–	$3,502	$–
Mutual funds	1,013	–	1,013	–

11. COMMON STO CK AND SHARE-BASED COMPENSATION

Our authorized shares of capital stock include one million shares of preferred stock and 500 million shares of common stock with a par value of $0.01 per share.

Public Offerings of Equity Securities – In May 2009, we issued and sold 25.4 million shares of our common stock in a public offering. Net proceeds from this offering of $444.7 million were used to reduce our indebtedness under our credit agreements.

Stock Award Plans – As of December 31, 2011, we had three award plans with remaining shares available for issuance. These plans, which are our 1997 Stock Option and Restricted Stock Plan, the 1989 Dean Foods Company Stock Awards Plan (which we adopted upon completion of our acquisition of Legacy Dean) and the Dean Foods Company 2007 Stock Incentive Plan (the "2007 Plan") provide for grants of stock options, stock units, restricted stock and other stock-based awards to employees, officers, directors and, in some cases, consultants, up to a maximum of 37.5 million, 5.7 million and 12.3 million shares, subject to adjustments as provided in these respective plans. Options and other stock-based awards vest in accordance with provisions set forth in the applicable award agreements.

The remaining shares available for grant under the historical plans are granted pursuant to the terms and conditions of the 2007 Plan. As of December 31, 2011, we had 8,226,050 shares, in aggregate, available for issuance, which includes 2.34 million shares approved at our 2011 annual stockholders' meeting.

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Under our stock award plans, we grant stock options and restricted stock units to certain employees and directors. Non-employee directors also can elect to receive their director' s fees in the form of restricted stock in lieu of cash.

Stock Options – Under the terms of our stock option plans, employees and non-employee directors may be granted options to purchase our stock at a price equal to the market price on the date the option is granted. In general, employee options vest one-third on the first anniversary of the grant date, one-third on the second anniversary of the grant date and one-third on the third anniversary of the grant date. All unvested options vest immediately upon a change of control or in certain cases upon death or qualified disability. Options granted to non-employee directors generally vest immediately.

We recognize share-based compensation expense for stock options ratably over the vesting period. The fair value of each option award is estimated on the date of grant using the Black-Scholes valuation model, using the following assumptions:

	Year Ended December 31		
	2011	2010	2009
Expected volatility	41%	34%	33%
Expected dividend yield	0%	0%	0%
Expected option term	5 years	5 years	4.75 years
Risk-free rate of return	1.32 to 2.30%	1.26 to 2.59%	1.65 to 2.66%

The expected term of the options represents the estimated period of time until exercise and is based on historical experience of similar awards, giving consideration to contractual terms (generally 10 years), vesting schedules and expectations of future employee and director behavior. Expected stock price volatility is based on a combination of historical volatility of our stock and expectations with regard to future volatility. The risk-free rates are based on the implied yield available on U.S. Treasury zero-coupon issues with an equivalent remaining term. We have not historically declared or paid a regular cash dividend on our common stock, and we have no current plans to pay a cash dividend in the future.

The following table summarizes stock option activity during the year ended December 31, 2011:

	Options	Weighted Average Exercise Price	Weighted Average Contractual Life	Aggregate Intrinsic Value
Options outstanding at January 1, 2011	21,523,733	$ 20.20		
Granted	1,869,603	10.35		
Forfeited and cancelled(1)	(3,076,382)	22.40		
Exercised	(688,754)	10.00		
Options outstanding at December 31, 2011	19,628,200	19.27	4.54	$1,811,169
Options vested and expected to vest at December 31, 2011	19,521,233	19.32	4.52	$1,738,374
Options exercisable at December 31, 2010	17,209,000	20.60		
Options exercisable at December 31, 2011	16,263,080	20.46	3.74	$216,020

(1) Pursuant to the terms of our stock option plans, options that are forfeited or cancelled may be available for future grants.

The following table summarizes information about options outstanding and exercisable at December 31, 2011:

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Number Outstanding	Weighted-Average Remaining Contractual Life	Weighted-Average Exercise Price	Number Exercisable	Weighted-Average Exercise Price
$ 7.44 to 10.35	2,003,602	9.07	$ 10.29	201,830	$ 10.14

10.38 to 14.24	2,136,522	0.29	12.16	2,116,544	12.17
14.25 to 14.56	3,079,206	3.71	14.37	2,354,685	14.31
15.99 to 18.30	2,996,206	2.68	18.04	2,935,462	18.05
18.69 to 19.98	379,782	4.80	19.58	354,520	19.59
20.07	2,315,690	6.99	20.07	1,596,922	20.07
20.19 to 25.37	2,373,603	5.47	24.74	2,359,528	24.76
25.39 to 25.68	2,064,708	4.00	25.66	2,064,708	25.66
25.81 to 30.11	2,037,436	5.09	29.58	2,037,436	29.58
30.64 to 31.90	241,445	5.33	31.34	241,445	31.34

The following table summarizes additional information regarding our stock option activity (in thousands, except per share amounts):

	Year Ended December 31		
	2011	2010	2009
Weighted-average grant date fair value of options granted	$3.96	$4.68	$6.26
Intrinsic value of options exercised	1,198	2,507	8,486
Fair value of shares vested	16,182	21,972	24,142
Tax benefit related to stock option expense	4,463	6,135	8,197

During the year ended December 31, 2011, cash received from stock option exercises was $6.9 million and the total cash benefit for tax deductions to be realized for these option exercises was $0.5 million.

At December 31, 2011, there was $7.8 million of total unrecognized stock option expense, all of which is related to nonvested awards. This compensation expense is expected to be recognized over the weighted-average remaining vesting period of 1.4 years.

Restricted Stock Units − We issue restricted stock units to certain senior employees and non-employee directors as part of our long-term incentive program. A restricted stock unit represents the right to receive one share of common stock in the future. Restricted stock units have no exercise price. Restricted stock units granted to employees generally vest ratably over three years, subject to certain accelerated vesting provisions based primarily on a change of control, or in certain cases upon death or qualified disability. Restricted stock units granted to non-employee directors vest ratably over three years.

The following table summarizes stock unit activity during the year ended December 31, 2011:

	Employees	Directors	Total
Stock units outstanding January 1, 2011	2,648,843	70,386	2,719,229
Stock units issued	865,735	53,792	919,527
Shares issued	(710,293)	(21,797)	(732,090)
Stock units cancelled or forfeited(1)	(607,835)	–	(607,835)
Stock units outstanding at December 31, 2011	2,196,450	102,381	2,298,831
Weighted average grant date fair value	$15.02	$11.83	$14.90

(1) Pursuant to the terms of our stock unit plans, employees have the option of forfeiting stock units to cover their minimum statutory tax withholding when shares are issued. Stock units that are cancelled or forfeited may be available for future grants.

The following table summarizes information about our stock unit grants and stock unit expense during the years ended December 31, 2011, 2010 and 2009 (in thousands, except per share amounts):

	Year Ended December 31		
	2011	2010	2009
Weighted-average grant date fair value of stock units granted	$10.33	$18.43	$19.78
Tax benefit related to stock unit expense	5,910	6,256	5,156

At December 31, 2011, there was $17.8 million of total unrecognized stock unit expense, all of which is related to nonvested awards. This compensation expense is expected to be recognized over the weighted-average remaining vesting period of 1.4 years.

Restricted Stock − We offer our non-employee directors the option to receive their compensation for services rendered in either cash or shares of restricted stock equal to 150% of the fee amount. Shares of restricted stock vest one-third on grant, one-third on the first anniversary of grant and one-third on the second anniversary of grant. The following table summarizes restricted stock activity during the year ended December 31, 2011:

	Shares	Weighted-Average Grant Date Fair Value
Nonvested at January 1, 2011	64,074	$ 11.92
Restricted shares granted	69,611	10.44
Restricted shares vested	(61,421)	11.99
Restricted shares forfeited	–	–
Nonvested at December 31, 2011	72,264	10.43

Cash Performance Units − In 2010, we began granting cash performance units ("CPUs") as part of our long-term incentive compensation program under the terms of our 2007 Stock Incentive Plan (the "2007 Plan"). The CPU awards are cash-settled awards and are designed to link compensation of certain executive officers and other key employees to our performance over a three-year period. The performance metric, as defined in the award, is the performance of our stock price relative to that of a peer group of companies. The range of payout under the award is between 0% and 200% and is payable in cash at the end of each respective performance period. The fair value of the awards is measured at each reporting period. Compensation expense is recognized over the vesting period with a corresponding liability, which is recorded in other long-term liabilities in our Consolidated Balance Sheets. The following table summarizes CPU activity during the years ended December 31, 2011:

	Units
Outstanding at January 1, 2011	10,812,001
Granted	2,593,750
Converted/paid	–
Forfeited	(1,550,667)
Outstanding at December 31, 2011	11,855,084

Phantom Shares − In 2011, we began granting phantom shares as part of our long-term incentive compensation program, which are similar to RSUs in that they are based on the price of our stock and vest ratably over a three-year period, but are cash-settled based upon the value of our stock at each vesting period. The fair value of the awards is remeasured at each reporting period. Compensation expense is recognized over the vesting period with a corresponding liability, which is recorded in accounts payable and accrued expenses in our Consolidated Balance Sheets. The following table summarizes the phantom share activity during the year ended December 31, 2011:

	Shares	Weighted-Average Grant Date Fair Value
Outstanding at January 1, 2011	–	$–
Granted	1,195,673	10.36
Converted/paid	(5,332)	10.35
Forfeited	(108,673)	10.35
Outstanding at December 31, 2011	1,081,668	10.36

Share-Based Compensation Expense − The following table summarizes the share-based compensation expense recognized during the years ended December 31, 2011, 2010, and 2009 (in thousands):

	Year Ended December 31		
	2011	2010	2009
Stock Options	$11,800	$16,243	$22,288
Stock Units	19,608	20,629	17,109
Cash Performance Units	1,729	−	−
Phantom Shares	3,578	−	−

Stock Repurchases − Since 1998, our Board of Directors has from time to time authorized the repurchase of our common stock up to an aggregate of $2.3 billion, excluding fees and expense. We made no share repurchases in 2011 or 2010. As of December 31, 2011, $218.7 million was available for repurchases under this program (excluding fees and commissions). Shares, when repurchased, are retired.

12. EARNING S (LOSS) PER SHARE

Basic earnings (loss) per share is based on the weighted average number of common shares outstanding during each period. Diluted earnings (loss) per share is based on the weighted average number of common shares outstanding and the effect of all dilutive common stock equivalents outstanding during each period. Stock option conversions and stock units were not included in the computation of diluted loss per share for the year ended December 31, 2011 as we incurred a loss for this period and any effect on loss per share would have been anti-dilutive. The following table reconciles the numerators and denominators used in the computations of both basic and diluted earnings (loss) per share:

	Year Ended December 31		
	2011	2010	2009
	(In thousands, except share data)		
Basic earnings (loss) per share computation:			
Numerator:			
Income (loss) from continuing operations	$(1,595,787)	$ 77,740	$ 228,620
Net loss attributable to non-controlling interest	16,550	8,735	12,461
Income (loss) from continuing operations attributable to Dean Foods Company	$(1,579,237)	$86,475	$241,081
Denominator:			
Average common shares	183,388,220	181,799,306	170,986,886
Basic earnings (loss) per share from continuing operations attributable to Dean Foods Company	$(8.61)	$0.48	$1.41
Diluted earnings (loss) per share computation:			
Numerator:			
Income (loss) from continuing operations	$(1,595,787)	$77,740	$228,620
Net loss attributable to non-controlling interest	16,550	8,735	12,461
Income (loss) from continuing operations attributable to Dean Foods Company	$(1,579,237)	$86,475	$241,081
Denominator:			
Average common shares − basic	183,388,220	181,799,306	170,986,886
Stock option conversion(1)	−	574,094	2,474,227
Stock units(2)	−	488,402	397,190
Average common shares − diluted	183,388,220	182,861,802	173,858,303

Diluted earnings (loss) per share from continuing operations attributable to Dean Foods Company	$(8.61)	$0.47	$1.39
(1) Anti-dilutive options excluded	20,763,870	19,681,022	12,846,720
(2) Anti-dilutive stock units excluded	2,499,769	158,991	57,664

13. OTHER COMPREHENSIVE INCOME (LOSS)

Comprehensive income (loss) comprises net income plus all other changes in equity from non-owner sources. The components of accumulated other comprehensive loss, as reflected in the Consolidated Statements of Stockholders' Equity (Deficit) at December 31, 2011 and 2010, are as follows:

	December 31	
	2011	2010
	(In thousands)	
Cumulative translation adjustment	$(36,977)	$(24,239)
Fair value of derivative instruments, net of tax	(63,662)	(40,100)
Pension and other postretirement liability adjustment, net of tax	(98,881)	(82,314)
Total accumulated other comprehensive loss	$(199,520)	$(146,653)

14. EMPLOYEE RETIREMENT AND PROFIT SHARING PLANS

We sponsor various defined benefit and defined contribution retirement plans, including various employee savings and profit sharing plans, and contribute to various multiemployer pension plans on behalf of our employees. Substantially all full-time union and non-union employees who have completed one or more years of service and have met other requirements pursuant to the plans are eligible to participate in one or more of these plans. On July 2, 2009, we acquired Alpro, including its defined benefit pension plans. During 2011, 2010 and 2009, our retirement and profit sharing plan expenses were as follows:

	Year Ended December 31		
	2011	2010	2009
	(In thousands)		
Defined benefit plans	$ 13,849	$ 12,975	$ 21,053
Defined contribution plans	25,728	27,182	28,300
Multiemployer pension and certain union plans	29,615	28,768	29,604
Total	$69,192	$68,925	$78,957

Defined Benefit Plans – The benefits under our defined benefit plans are based on years of service and employee compensation. Our funding policy is to contribute annually the minimum amount required under ERISA regulations plus additional amounts as we deem appropriate.

Included in accumulated other comprehensive income at December 31, 2011 and 2010 are the following amounts that have not yet been recognized in net periodic pension cost: unrecognized transition obligation of $112,000 ($69,000 net of tax) and $225,000 ($138,000 net of tax), unrecognized prior service costs of $5.2 million ($3.2 million net of tax) and $5.6 million ($3.5 million net of tax) and unrecognized actuarial losses of $152.0 million ($93.5 million net of tax) and $124.1 million ($76.0 million net of tax). The transition obligation, prior service costs, and actuarial losses included in accumulated other comprehensive income and expected to be recognized in net periodic pension cost during the year ended December 31, 2012 are $112,000 ($69,000 net of tax), $776,000 ($477,000 net of tax), and $11.7 million ($7.2 million net of tax), respectively.

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The reconciliation of the beginning and ending balances of the projected benefit obligation and the fair value of plan assets for the years ended December 31, 2011 and 2010, and the funded status of the plans at December 31, 2011 and 2010 is as follows:

	December 31	
	2011	2010
	(In thousands)	
Change in benefit obligation:		
Benefit obligation at beginning of year	$ 307,531	$ 294,569
Service cost	4,151	3,699
Interest cost	15,735	16,941
Plan participants' contributions	68	66
Actuarial (gain) loss	33,071	16,619
Benefits paid	(25,677)	(20,822)
Plan settlements	(1,730)	(2,914)
Exchange rate changes	(401)	(627)
Benefit obligation at end of year	332,748	307,531
Change in plan assets:		
Fair value of plan assets at beginning of year	231,822	223,369
Actual return on plan assets	11,714	22,240
Employer contribution	18,073	10,277
Plan participants' contributions	68	66
Benefits paid	(25,677)	(20,822)
Plan settlements	(1,730)	(2,914)
Exchange rate changes	(275)	(394)
Fair value of plan assets at end of year	233,995	231,822
Funded status at end of year	$(98,753)	$(75,709)

The underfunded status of the plans of $98.8 million at December 31, 2011 is recognized in our Consolidated Balance Sheet and includes $0.8 million classified as a current accrued pension liability. We do not expect any plan assets to be returned to us during the year ended December 31, 2012. We expect to contribute $22.1 million to the pension plans in 2012.

A summary of our key actuarial assumptions used to determine benefit obligations as of December 31, 2011 and 2010 follows:

	December 31	
	2011	2010
Weighted average discount rate(1)	4.50%	5.28%
Rate of compensation increase(1)	4.00%	4.00%

(1) Assumptions in this table represent the assumptions utilized for our domestic pension plans as they represented more than 95% of our total benefit obligation as of December 31, 2011 and 2010.

A summary of our key actuarial assumptions used to determine net periodic benefit cost for 2011, 2010 and 2009 follows:

	Year Ended December 31		
	2011	2010	2009
Weighted average discount rate(1)	5.28%	6.00%	6.32%
Expected return on plan assets(1)	7.67%	7.70%	7.70%
Rate of compensation increase(1)	4.00%	4.00%	4.00%

(1) Assumptions in this table represent the assumptions utilized for our domestic pension plans as they represented more than 85% of our total net periodic benefit cost during the years ended December 31, 2011, 2010 and 2009.

	Year Ended December 31		
	2011	2010	2009
		(In thousands)	
Components of net periodic benefit cost:			
Service cost	$ 4,151	$ 3,699	$ 3,147
Interest cost	15,735	16,941	16,947
Expected return on plan assets	(17,105)	(16,584)	(14,017)
Amortizations:			
Unrecognized transition obligation	130	112	112
Prior service cost	770	716	921
Unrecognized net loss	9,060	5,594	12,093
Effect of curtailment	–	790	945
Effect of settlement	969	1,707	905
Other	139	–	–
Net periodic benefit cost	$13,849	$12,975	$21,053

The overall expected long-term rate of return on plan assets is a weighted-average expectation based on the targeted and expected portfolio composition. We consider historical performance and current benchmarks to arrive at expected long-term rates of return in each asset category.

The amortization of unrecognized net loss represents the amortization of investment losses incurred. In 2010, we closed a plant in South Carolina and also carried out a broad-based workforce reduction plan within our Fresh Dairy Direct segment. The effect of curtailment cost in 2010 represents the recognition of net periodic pension service costs associated with these activities. In 2009, we closed a plant in Michigan. The effect of curtailment cost in 2009 represents the recognition of net periodic pension service costs associated with the closure of that plant. The effect of settlement costs in 2011, 2010 and 2009 represents the recognition of net periodic benefit cost related to pension settlements reached as a result of plant closures.

Pension plans with an accumulated benefit obligation in excess of plan assets follows:

	December 31	
	2011	2010
	(In millions)	
Projected benefit obligation	$ 323.0	$ 299.6
Accumulated benefit obligation	313.1	290.2
Fair value of plan assets	227.0	226.3

The accumulated benefit obligation for all defined benefit plans was $319.2 million and $295.0 million at December 31, 2011 and 2010, respectively.

Almost 90% of our defined benefit plan obligations are frozen as to future participation or increases in projected benefit obligation. Many of these obligations were acquired in prior strategic transactions. As an alternative to defined benefit plans, we offer defined contribution plans for eligible employees.

The weighted average discount rate reflects the rate at which our defined benefit plan obligations could be effectively settled. The rate, which is updated annually with the assistance of an independent actuary, uses a model that reflects a bond yield curve. The weighted average discount rate was decreased from 5.28% at December 31, 2010 to 4.50% at December 31, 2011, which will increase the net periodic benefit cost in 2012.

Substantially all of our qualified pension plans are consolidated into one master trust. The investments held in the master trust are managed by an established Investment Committee with assistance from independent investment advisors. On July 1, 2009, the Investment Committee adopted a new long-term investment policy for the master trust that targets investments in equity securities at 59% of the portfolio, fixed income at 37%, cash equivalents at 3% and other investments of 1%. Policy objectives include maximizing long-term return at acceptable risk levels, diversifying among asset classes, if appropriate, and among investment managers, as well as establishing relevant risk parameters within each asset class. The investment policies permit variances from the targets within certain parameters. The investment policy prohibits investments in non-marketable or exotic securities, such as short-sale contracts; letter stock; commodities and private placements, without the Investment Committee' s prior approval. At December 31, 2011, our master trust was invested as follows: investments in equity securities were at 59%; investments in fixed income were at 38%; cash equivalents were at 2% and other investments were at 1%. Equity securities of the plan did not include any investment in our common stock at December 31, 2011 or 2010.

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Estimated pension plan benefit payments to participants for the next ten years are as follows:

2012	$20.3 million
2013	19.9 million
2014	20.3 million
2015	19.9 million
2016	20.4 million
Next five years	108.7 million

Fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering assumptions, we follow a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value of our defined benefit plans' consolidated assets as follows:

Level 1 − Quoted prices for identical instruments in active markets.

Level 2 − Quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model-derived valuations, in which all significant inputs are observable in active markets.

Level 3 − Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The fair values by category of inputs as of December 31, 2011 were as follows (in thousands):

	Fair Value as of December 31, 2011	Level 1	Level 2	Level 3
Equity Securities:				
Common Stock	$ 94	$ 94	$–	$–
Index Funds:				
U.S. Equities(a)	107,247	–	107,247	–
International Equities(b)	18,986	–	18,986	–
Equity Funds(c)	6,644	–	6,644	–
Total Equity Securities	132,971	94	132,877	–
Fixed Income:				
Bond Funds(d)	82,192	–	82,192	–
Diversified Funds(e)	4,537	–	–	4,537
Total Fixed Income	86,729	–	82,192	4,537
Cash Equivalents:				
Short-term Investment Funds(f)	4,608	–	4,608	–
Total Cash Equivalents	4,608	–	4,608	–
Other Investments:				
Insurance Contracts(g)	7,710	–	–	7,710
Partnerships/Joint Ventures(h)	1,580	–	–	1,580
Insurance Reserves	397	–	–	397
Total Other Investments	9,687	–	–	9,687
Total	$ 233,995	$ 94	$219,677	$14,224

(a) Represents a pooled/separate account that tracks the Dow Jones U.S. Total Stock Market Index.

(b) Represents a pooled/separate account that tracks the MSCI EAFE Index.

(c) Represents a pooled/separate account comprised of approximately 90% U.S. large-cap stocks and 10% in international stocks.

(d) Represents a pooled/separate account which tracks the overall performance of the Barclays Capital Long Term Government/Credit Index.

(e) Represents a pooled/separate account investment in the General Investment Accounts of two investment managers. The accounts primarily invest in fixed income debt securities, such as high grade corporate bonds, government bonds and asset-backed securities.

(f) Investment is comprised of high grade money market instruments with short-term maturities and high liquidity.

(g) Approximately 90% of the insurance contracts are financed by employer premiums with the insurer managing the reserves as calculated using an actuarial model. The remaining 10% of the insurance contracts are financed by employer and employee contributions with the insurer managing the reserves collectively with other pension plans.

(h) The majority of the total partnership balance is a partnership comprised of a portfolio of two limited partnership funds that invest in public and private equity.

The fair values by category of inputs as of December 31, 2010 were as follows (in thousands):

	Fair Value as of December 31, 2010	Level 1	Level 2	Level 3
Equity Securities:				
Common Stock	$ 17	$ 17	$–	$–
Index Funds:				
U.S. Equities(a)	114,232	–	114,232	–
International Equities(b)	22,933	–	22,933	–
Equity Funds(c)	5,722	–	5,722	–
Total Equity Securities	142,904	17	142,887	–
Fixed Income:				
Bond Funds(d)	74,322	–	74,322	–
Diversified Funds(e)	4,353	–	–	4,353
Total Fixed Income	78,675	–	74,322	4,353
Cash Equivalents:				
Short-term Investment Funds(f)	1,783	–	1,783	–
Total Cash Equivalents	1,783	–	1,783	–
Other Investments:				
Insurance Contracts(g)	6,169	–	–	6,169
Partnerships/Joint Ventures(h)	1,913	–	–	1,913
Insurance Reserves	378	–	–	378
Total Other Investments	8,460	–	–	8,460
Total	$ 231,822	$ 17	$218,992	$12,813

(a) Represents a pooled/separate account that tracks the Dow Jones U.S. Total Stock Market Index.

(b) Represents a pooled/separate account that tracks the MSCI EAFE Index.

(c) Represents a pooled/separate account comprised of approximately 90% U.S. large-cap stocks and 10% in international stocks.

(d) Represents a pooled/separate account which tracks the overall performance of the Barclays Capital Long Term Government/Credit Index.

(e) Represents a pooled/separate account investment in the General Investment Accounts of two investment managers. The accounts primarily invest in fixed income debt securities, such as high grade corporate bonds, government bonds and asset-backed securities.

(f) Investment is comprised of high grade money market instruments with short-term maturities and high liquidity.

(g) Approximately 90% of the insurance contracts are financed by employer premiums with the insurer managing the reserves as calculated using an actuarial model. The remaining 10% of the insurance contracts are financed by employer and employee contributions with the insurer managing the reserves collectively with other pension plans.

(h) The majority of the total partnership balance is a partnership comprised of a portfolio of two limited partnership funds that invest in public and private equity.

A reconciliation of the change in the fair value measurement of the defined benefit plans' consolidated assets using significant unobservable inputs (Level 3) during the years ended December 31, 2011 and 2010 is as follows (in thousands):

	Diversified Funds	Insurance Contracts	Partnerships/ Joint Ventures	Insurance Reserves	Total
Balance at January 1, 2010	$ 4,674	$ 5,197	$ 2,092	$ 360	$ 12,323
Actual return on plan assets:					
Relating to instruments still held at reporting date	226	284	(179)	18	349
Purchases, sales and settlements (net)	(3,410)	688	–	–	(2,722)
Transfers in and/or out of Level 3	2,863	–	–	–	2,863
Balance at December 31, 2010	$4,353	$6,169	$ 1,913	$378	$12,813
Actual return on plan assets:					
Relating to instruments still held at reporting date	215	370	28	19	632
Purchases, sales and settlements (net)	(2,201)	1,171	(361)	–	(1,391)
Transfers in and/or out of Level 3	2,170	–	–	–	2,170
Balance at December 31, 2011	$4,537	$7,710	$ 1,580	$397	$14,224

Defined Contribution Plans – Certain of our non-union personnel may elect to participate in savings and profit sharing plans sponsored by us. These plans generally provide for salary reduction contributions to the plans on behalf of the participants of between 1% and 20% of a participant's annual compensation and provide for employer matching and profit sharing contributions as determined by our Board of Directors. In addition, certain union hourly employees are participants in company-sponsored defined contribution plans, which provide for employer contributions in various amounts ranging from $24 to $91 per pay period per participant.

Multiemployer Pension Plans – Certain of our subsidiaries contribute to various multiemployer pension and other postretirement benefit plans which cover a majority of our full-time union employees and certain of our part-time union employees. Such plans are usually administered by a board of trustees composed of labor representatives and the management of the participating companies. The risks of participating in these multiemployer plans are different from single-employer plans in the following aspects:

- Assets contributed to a multiemployer plan by one employer may be used to provide benefits to employees of other participating employers;
- If a participating employer stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers; and
- If we choose to stop participating in one or more of our multiemployer plans, we may be required to pay those plans an amount based on the underfunded status of the plan, referred to as a withdrawal liability.

At this time, we have not established any significant liabilities because withdrawal from these plans is not probable or reasonably possible.

Our participation in these multiemployer plans for the year ended December 31, 2011 is outlined in the table below. Unless otherwise noted, the most recent Pension Protection Act ("PPA") Zone Status available in 2011 and 2010 is for the plans' year-end at December 31, 2010 and December 31, 2009, respectively. The zone status is based on information that we obtained from each plan's Form 5500, which is available in the public domain and is certified by the plan's actuary. Among other factors, plans in the red zone are generally less than 65% funded, plans in the yellow zone are less than 80% funded, and plans in the green zone are at least 80% funded. The "FIP/RP Status Pending/Implemented" column indicates plans for which a funding improvement plan ("FIP") or a rehabilitation plan ("RP") is either pending or has been implemented. Federal law requires that plans classified in the yellow zone or red zone adopt a funding improvement plan or rehabilitation plan, respectively, in order to improve the financial health of the plan. The "Extended Amortization Provisions" column indicates plans which have elected to utilize the special 30-year amortization rules provided by the Pension Relief Act of 2010 to amortize its losses from 2008 as a result of turmoil in the financial markets. The last column in the table lists the expiration date(s) of the collective-bargaining agreement(s) to which the plans are subject.

Pension Fund	Employer Identification Number	Pension Plan Number	PPA Zone Status 2011	PPA Zone Status 2010	FIP /RP Status Pending/ Implemented	Extended Amortization Provisions	Expiration Date of Associated Collective-Bargaining Agreement(s)
Western Conference of Teamsters Pension Plan (1)	91-6145047	001	Green	Green	N/A	No	February 28, 2012 – May 31, 2016
Central States, Southeast and Southwest Areas Pension Plan (2)	36-6044243	001	Red	Red	Implemented	No	April 30, 2012 – July 30, 2016
New York State Teamsters Conference Pension Plan	16-6063585	074	Red	Red	Implemented	No	October 26, 2014
Retail, Wholesale & Department Store International Union and Industry Pension Fund (3)	63-0708442	001	Green	Yellow	N/A	Yes	June 3, 2012 – September 10, 2016
Dairy Industry – Union Pension Plan for Philadelphia Vicinity (4)	23-6283288	001	Red	Yellow	Implemented	No	September 30, 2012 – October 1, 2014

(1) We are party to approximately 30 collective bargaining agreements that require contributions to this plan. These agreements cover a large number of employee participants and expire on various dates between 2012 and 2016. We do not believe that any one agreement is substantially more significant than another as none of these agreements individually represent greater than 15% of the total employee participants covered under this plan.
(2) There are approximately 20 collective bargaining agreements that govern our participation in this plan. The agreements expire on various dates between 2012 and 2016. The four agreements expiring in 2012 represent approximately 30% of our total employee participants in this plan. The remaining agreements have a wide variety of expiration dates between 2013 and 2016 and do not individually represent a significant percentage of our overall participants to this plan.
(3) We are subject to approximately 10 collective bargaining agreements with respect to this plan. Approximately 55% and 40% of our employee participants in this plan are covered by the agreements expiring in 2012 and 2014, respectively.
(4) We are party to three collective bargaining agreements with respect to this plan. The agreement expiring in September 2012 is the most significant as more than 85% of our employee participants in this plan are covered by that agreement.

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Information regarding our contributions to our multiemployer pension plans is shown in the table below. There are no changes which materially affected the comparability of our contributions to each of these plans during the years ended December 31, 2011, 2010 and 2009.

Pension Fund	Employer Identification Number	Pension Plan Number	Dean Foods Company Contributions (in millions) 2011	2010	2009	Surcharge Imposed (3)
Western Conference of Teamsters Pension Plan	91-6145047	001	$16.3	$16.1	$15.6	No
Central States, Southeast and Southwest Areas Pension Plan	36-6044243	001	8.6	8.5	7.9	No
New York State Teamsters Conference Pension Plan	16-6063585	074	0.8	0.7	0.6	Yes
Retail, Wholesale & Department Store International Union and Industry Pension Fund (1)	63-0708442	001	1.2	1.3	1.2	No
Dairy Industry - Union Pension Plan for Philadelphia Vicinity (1)	23-6283288	001	1.5	1.5	1.5	Yes
Other Funds (2)			1.2	0.7	2.8	
	Total Contributions		$29.6	$28.8	$29.6	

(1) During the 2009 and 2010 plan years, our contributions to these plans exceeded 5% of total plan contributions. At the date of filing of this Annual Report on Form 10-K, Forms 5500 were not available for the plan years ending in 2011.

(2) Amounts shown represent our contributions to all other multiemployer pension and other postretirement benefit plans, which are immaterial both individually and in the aggregate to our Consolidated Financial Statements.

(3) Federal law requires that contributing employers to a plan in Critical status pay to the plan a surcharge to help correct the plan's financial situation. The amount of the surcharge is equal to a percentage of the amount we would otherwise be required to contribute to the plan and ceases once our related collective bargaining agreements are amended to comply with the provisions of the rehabilitation plan.

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15. POSTRETIREMENT BENEFITS OTHER THAN PENSIONS

Certain of our subsidiaries provide health care benefits to certain retirees who are covered under specific group contracts. As defined by the specific group contract, qualified covered associates may be eligible to receive major medical insurance with deductible and co-insurance provisions subject to certain lifetime maximums.

Included in accumulated other comprehensive income at December 31, 2011 and 2010 are the following amounts that have not yet been recognized in net periodic benefit cost: unrecognized prior service costs of $794,000 ($483,000 net of tax) and a credit of $225,000 ($138,000 net of tax) and unrecognized actuarial losses of $2.8 million ($1.7 million net of tax) and $4.2 million ($2.6 million net of tax), respectively. The prior service cost and actuarial loss included in accumulated other comprehensive income and expected to be recognized in net periodic benefit cost during the year ended December 31, 2012 is $26,000 ($16,000 net of tax) and $129,000 ($79,000 net of tax), respectively.

The following table sets forth the funded status of these plans:

	December 31	
	2011	2010
	(In thousands)	
Change in benefit obligation:		
Benefit obligation at beginning of year	$17,551	$18,620
Service cost	27	24
Interest cost	762	967
Employee contributions	431	–
Actuarial (gain) loss	(885)	(48)
Benefits paid	(2,343)	(2,012)
Plan amendments	953	–
Plan curtailments	–	–
Other (1)	16,012	–
Benefit obligation at end of year	32,508	17,551
Fair value of plan assets at end of year	–	–
Funded status	$ (32,508)	$ (17,551)

(1) During the third quarter of 2011, we identified groups of employees who were eligible to receive other postretirement benefits that had historically been excluded from our benefit plan valuations, which resulted in an understatement of our benefit obligations and net periodic benefit cost. These errors relate primarily to periods prior to 2011. As the effects of the errors are not material to our Consolidated Financial Statements for the year ended December 31, 2011 and were not material to any individual period prior to 2011, we recorded a non-cash charge, and the related benefit obligation, of $16.0 million during the third quarter of 2011, of which $0.8 million relates to the year ended December 31, 2011 and $15.2 million relates to prior periods. The charge and the corresponding liability have been recorded in general and administrative expenses in our Consolidated Statements of Operations and other long term liabilities in our Consolidated Balance Sheets, respectively, for the year ended December 31, 2011.

The unfunded portion of the liability of $32.5 million at December 31, 2011 is recognized in our Consolidated Balance Sheet and includes $2.8 million classified as a current accrued postretirement liability.

A summary of our key actuarial assumptions used to determine the benefit obligation as of December 31, 2011 and 2010 follows:

	December 31	
	2011	2010
Healthcare inflation:		
Healthcare cost trend rate assumed for next year	8.50 %	8.70 %

Rate to which the cost trend rate is assumed to decline (ultimate trend rate)	4.50	%	4.50	%
Year of ultimate rate achievement	2029		2029	
Weighted average discount rate	4.34	%	4.68	%

A summary of our key actuarial assumptions used to determine net periodic benefit cost follows:

	Year Ended December 31		
	2011	2010	2009
Healthcare inflation:			
Healthcare cost trend rate assumed for next year	8.70%	9.00%	9.00%
Rate to which the cost trend rate is assumed to decline (ultimate trend rate)	4.50%	4.50%	5.40%
Year of ultimate rate achievement	2029	2029	2014
Weighted average discount rate	4.68%	5.51%	6.32%

	Year Ended December 31		
	2011	2010	2009
	(In thousands)		
Components of net periodic benefit cost:			
Service and interest cost	$789	$991	$988
Amortizations:			
Prior service cost	(66)	(66)	(333)
Unrecognized net loss	494	524	1,061
Effect of curtailment	–	–	(24)
Other (1)	16,012	–	–
Net periodic benefit cost	$17,229	$1,449	$1,692

(1) As described more fully in the funded status table above, this amount represents an increase in our net periodic benefit cost for the year ended December 31, 2011 as a result of identifying groups of employees who were eligible to receive other postretirement benefits that had historically been excluded from our benefit plan valuations.

Assumed health care cost trend rates have a significant effect on the amounts reported for the health care plans. A one percent change in assumed health care cost trend rates would have the following effects:

	1-Percentage-Point Increase	1-Percentage-Point Decrease
	(In thousands)	
Effect on total of service and interest cost components	$ 52	$ (47)
Effect on postretirement obligation	3,035	(2,657)

We expect to contribute $2.8 million to the postretirement health care plans in 2012. Estimated postretirement health care plan benefit payments for the next ten years are as follows:

2012	$2.8 million
2013	2.3 million
2014	2.4 million
2015	2.3 million
2016	2.4 million
Next five years	11.8 million

16. FACILITY CLOSING AND REORGANIZATION COSTS

Approved plans within our multi-year initiatives and related charges are summarized as follows:

	Year Ended December 31		
	2011	2010	2009
		(In thousands)	
Fresh Dairy Direct:			
Closure of facilities(1)	$18,751	$21,350	$29,021
Broad-based reduction of facility and distribution personnel(2)	(282)	3,404	–
Organization Optimization Initiative(3)	4,269	–	–
Management Realignment(5)	(194)	3,100	–
Other	–	–	65
Total Fresh Dairy Direct	22,544	27,854	29,086
Morningstar Closure of facility (6)	–	–	1,076
Corporate:			
Department Realignment(4)	2,535	2,907	–
Organization Optimization Initiative(3)	20,609	–	–
Total Corporate	23,144	2,907	–
Total	$45,688	$30,761	$30,162

(1) These charges in 2011, 2010 and 2009 primarily relate to facility closures in Newport, Kentucky; Baxley, Georgia; Florence, South Carolina; and Flint, Michigan, as well as previously announced closures. We have incurred $55.1 million of charges related to these initiatives to date. We expect to incur additional charges related to these facility closures of $0.7 million, related to shutdown and other costs. As we continue the evaluation of our supply chain described more fully below it is likely that we will close additional facilities in the future.

(2) These charges relate to a plan to reduce the workforce within our Fresh Dairy Direct segment impacting approximately 230 positions. Implementation began during the second quarter of 2010 and was carried out over the balance of the year. The reduction in workforce affected employees across the country and was a result of operational changes from supply chain initiatives. The workforce reduction costs related to this plan were part of an existing benefit arrangement; therefore, the full amount of expected severance benefits was accrued during the second quarter of 2010. We incurred total charges of $3.1 million related to this initiative and do not expect to incur any additional charges going forward.

(3) In the first quarter of 2011 we initiated a significant cost reduction program that is incremental to our other ongoing cost-savings initiatives. This initiative is focused on permanently removing costs out of our business through organizational and corporate departmental redesigns, driven by process simplification and standardization, centralization of activities and reorganization to drive growth in our core customers and categories. As part of this program, we eliminated approximately 300 corporate and field positions by the end of 2011. The charges recorded during 2011 relate to workforce reduction costs associated with the first four tranches of this program and include costs associated with eliminating the position filled by our then President and Chief Operating Officer. The charges incurred under this plan also include workforce reduction and shutdown costs associated with the closure of several distribution facilities within Fresh Dairy Direct that were a direct result of the organizational redesigns noted above. We have incurred $24.9 million of charges related to this initiative to date, and we expect to incur additional charges of approximately $0.4 million related to shutdown and other costs.

(4) In 2010, as a result of peer comparisons and our ongoing cost control initiatives, our management team approved a multi-year cost reduction plan aimed at centralization and process improvement, as well as business unit and functional organization redesigns. Charges in 2011 relate to workforce reduction costs associated with this plan. The plan was implemented during the fourth quarter of 2010 beginning with the redesign of certain functions within human resources, legal and finance. The plan has resulted in the elimination of approximately 75 positions throughout 2011 as each function has reorganized its processes in line with the peer

comparisons and internally developed functional blueprints as approved by an executive operating team. We have incurred \$5.4 million of charges related to this initiative to date and do not expect to incur any additional charges going forward.

(5) In 2010, we realigned management positions within our Fresh Dairy Direct segment to facilitate supply-chain and commercial focused functions across the segment. This resulted in the elimination of the position filled by the then President of Fresh Dairy Direct and we incurred $2.9 million of workforce reduction costs. We do not expect additional costs related to this initiative; however, as described more fully below, we continue to evaluate opportunities to further align and integrate our Fresh Dairy Direct operations, which could result in additional charges in the future.

(6) These charges in 2009 relate to shut down and other costs associated with the previously announced closure of a facility in Belleville, Pennsylvania. We incurred total charges of $4.7 million under this plan and do not expect to incur any additional charges going forward.

Activity for 2011 and 2010 with respect to facility closing and reorganization costs is summarized below and includes items expensed as incurred:

	Accrued Charges at December 31, 2009	Charges	Payments	Accrued Charges at December 31, 2010	Charges	Payments	Accrued Charges at December 31, 2011
				(In thousands)			
Cash charges:							
Workforce reduction costs	$ 2,319	$13,011	$(11,470)	$ 3,860	$25,171	$(23,846)	$ 5,185
Shutdown costs	23	2,419	(2,426)	16	2,648	(2,705)	(41)
Lease obligations after shutdown	–	254	(254)	–	240	(240)	–
Other	19	552	(566)	5	852	(854)	3
Subtotal	$ 2,361	16,236	$(14,716)	$ 3,881	28,911	$(27,645)	$ 5,147
Non-cash charges:							
Write-down of assets(1)		13,173			16,535		
(Gain)/Loss on sale of related assets		562			(54)		
Pension curtailment		790			–		
Other		–			296		
Total charges		$30,761			$45,688		

(1) The write-down of assets relates primarily to owned buildings, land and equipment of those facilities identified for closure. The assets were tested for recoverability at the time the decision to close the facilities was more likely than not to occur. Estimates of future cash flows used to test the recoverability of the assets included the net cash flows directly associated with and that are expected to arise as a direct result of the use and eventual disposition of the assets. The inputs for the fair value calculation were based on assessment of an individual asset' s alternative use within other production facilities, evaluation of recent market data and historical liquidation sales values for similar assets.

During the first quarter of 2012, our management team reassessed our company-wide strategy, resulting in a shift in focus to deploying our capital and strategically investing in the value-added segments of our business. With this new strategy, our goal is to invest our strategic capital primarily in those initiatives that yield higher returns over shorter time frames. In connection with this change, our management team approved a cost reduction plan that is incremental to any other prior cost savings initiative. This initiative is focused on aligning key functions within the Fresh Dairy Direct organization under a single leadership team and permanently removing costs from the Fresh Dairy Direct organization as well as certain functions that support this segment of our business.

We expect to incur approximately $25 million under this initiative, primarily related to workforce reduction costs, the write-down of certain information technology assets and costs associated with exiting other commitments deemed not necessary to execute our new strategy.

17. SUPPLEM ENTAL CASH FLOW INFORMATION

	Year Ended December 31		
	2011	2010	2009
		(In thousands)	
Cash paid for interest and financing charges, net of capitalized interest	$237,901	$233,616	$242,691
Net cash paid (received) for taxes	(32,303)	9,184	159,840

18. COM MITMENTS AND CONTINGENCIES

Contingent Obligations Related to Divested Operations − We have divested certain businesses in prior years. In each case, we have retained certain known contingent obligations related to those businesses and/or assumed an obligation to indemnify the purchasers of the businesses for certain unknown contingent liabilities, including environmental liabilities. We believe that we have established adequate reserves which are immaterial to the financial statements for potential liabilities and indemnifications related to our divested businesses. Moreover, we do not expect any liability that we may have for these retained liabilities, or any indemnification liability, to materially exceed amounts accrued.

Contingent Obligations Related to Milk Supply Arrangements − On December 21, 2001, in connection with our acquisition of Legacy Dean, we purchased Dairy Farmers of America' s ("DFA") 33.8% interest in our operations. In connection with that transaction, we issued a contingent, subordinated promissory note to DFA in the original principal amount of $40 million. The promissory note has a 20-year term that bears interest based on the consumer price index. Interest will not be paid in cash but will be added to the principal amount of the note annually, up to a maximum principal amount of $96 million. We may prepay the note in whole or in part at any time, without penalty. The note will only become payable if we materially breach or terminate one of our related milk supply agreements with DFA without renewal or replacement. Otherwise, the note will expire in 2021, without any obligation to pay any portion of the principal or interest. Payments made under the note, if any, would be expensed as incurred. We have not terminated, and we have not materially breached, any of our milk supply agreements with DFA related to the promissory note. We have previously terminated unrelated supply agreements with respect to several plants that were supplied by DFA. In connection with our goals of accelerated cost control and increased supply chain efficiency, we continue to evaluate our sources of raw milk supply.

Insurance − We retain selected levels of property and casualty risks, primarily related to employee health care, workers' compensation claims and other casualty losses. Many of these potential losses are covered under conventional insurance programs with third party carriers with high deductible limits. In other areas, we are self-insured. These deductibles are $2.0 million for casualty claims but may vary higher or lower due to insurance market conditions and risk. We believe that we have established adequate reserves to cover these claims. At December 31, 2011 and 2010, we recorded accrued liabilities related to these retained risks of $193.7 million and $187.3 million, respectively, including both current and long-term liabilities.

Lease and Purchase Obligations − We lease certain property, plant and equipment used in our operations under both capital and operating lease agreements. Such leases, which are primarily for machinery, equipment and vehicles, have lease terms ranging from one to 20 years. We did not have any material capital lease obligations as of December 31, 2011 or 2010. Certain of the operating lease agreements require the payment of additional rentals for maintenance, along with additional rentals based on miles driven or units produced. Certain leases require us to guarantee a minimum value of the leased asset at the end of the lease. Our maximum exposure under those guarantees is not a material amount. Rent expense was $145.1 million, $158.5 million and $158.4 million for 2011, 2010 and 2009, respectively.

Future minimum payments at December 31, 2011, under non-cancelable operating leases with terms in excess of one year are summarized below:

	Operating Leases

	(In thousands)
2012	$108,915
2013	85,701
2014	67,225
2015	50,219
2016	29,335
Thereafter	89,534
Total minimum lease payments	$430,929

We have entered into various contracts, in the normal course of business, obligating us to purchase minimum quantities of raw materials used in our production and distribution processes, including diesel fuel, soybeans and organic raw milk. We enter into these contracts from time to time to ensure a sufficient supply of raw ingredients. In addition, we have contractual obligations to purchase various services that are part of our production process.

Litigation, Investigations and Audits – We are not party to, nor are our properties the subject of, any material pending legal proceedings, other than as set forth below:

Tennessee Dairy Farmer Actions and Related Mississippi Action

We were named, along with several other defendants, in two putative class action antitrust complaints filed on July 5, 2007. The complaints were filed in the United States District Court for the Middle District of Tennessee, Columbia Division, and allege generally that we and others in the milk industry worked together to limit the price Southeastern dairy farmers are paid for their raw milk and to deny these farmers access to fluid Grade A milk processing facilities. Four additional putative class action complaints were filed in 2007 and 2008 in the United States District Court for the Eastern District of Tennessee, Greeneville Division. The allegations in these complaints are similar to those in the dairy farmer actions. All six of the class actions (collectively, the "dairy farmer actions") were consolidated and were transferred to the Eastern District of Tennessee, Greeneville Division. Class certification in the dairy farmer actions was granted in September 2010.

On July 12, 2011, we entered into a settlement agreement with the class plaintiffs in the dairy farmer actions. On July 14, 2011, the United States District Court for the Eastern District of Tennessee granted preliminary approval of the class-wide settlement agreement and stayed the dairy farmer action with respect to the Company. Under the proposed settlement agreement, we agreed to pay a total of up to $140 million over a period of four to five years into a fund for distribution to dairy farmer class members in a number of Southeastern states.

On July 28, 2011, the Court issued an order partially decertifying the dairy farmer plaintiff class with which we had previously entered into the settlement agreement. The dairy farmer plaintiffs that were decertified from the class are, or were, members of the Dairy Farmers of America ("DFA") co-operative. On August 1, 2011, the plaintiffs filed a motion asking the Court to re-consider its decertification order. The Court denied that motion on August 19, 2011. In order to pursue a final and certain resolution consistent with the terms of the settlement agreement, we filed a motion with the Court on August 5, 2011 to vacate preliminary approval of the settlement agreement, defer associated deadlines related to the settlement, and to clarify the role of class counsel in light of the Court' s decertification order. The motion was granted by the Court and a Memorandum Opinion was issued on August 31, 2011. In the Memorandum Opinion, the Court stated that it would take the motion for preliminary approval of the settlement under advisement pending appointment of separate counsel and class representatives for the decertified DFA subclass.

In a separate order entered on October 5, 2011, the Court appointed separate interim counsel for the DFA subclass, and set preliminary deadlines for newly designated interim counsel to submit any motion for certification of a DFA subclass for settlement purposes and any motion to preliminarily approve the July 12, 2011 settlement agreement. On December 27, 2011, interim counsel for the putative DFA member subclass filed a motion to certify the DFA subclass for settlement purposes and to reinstate preliminary approval of the July 12, 2011 settlement agreement. Dean responded to the motion on January 17, 2012, and did not oppose the motion. On February 14, 2012, the Court granted preliminary approval of the settlement agreement, and set May 15 as the date to consider final approval of the agreement. Per the terms of the settlement agreement, on February 21, 2012 we made a payment of $60 million into an escrow account to be distributed following the Court' s final approval, and issued a standby letter of credit in the amount of $80 million to support subsequent payments due under the agreement. The settlement agreement requires us to make a payment of up to $20 million on each of the following four anniversaries of the settlement agreement' s final approval date. There can be no assurance that the settlement agreement will receive final approval in its current form, in another form that is acceptable to the Court and the parties, or at all.

In the second quarter of 2011, we recorded a $131.3 million charge and a corresponding liability for the present value of our obligations under the original settlement agreement, based on imputed interest computed at a rate of 4.77%, which approximates our like-term incremental fixed rate borrowing cost. We have continued to accrete interest related to this recorded liability as we believe a settlement of this matter is likely to occur under substantially similar financing terms.

On April 26, 2011, we, along with our Chief Executive Officer, Gregg Engles, and other defendants, were named in a putative class action lawsuit filed in the United States District Court for the Southern District of Mississippi, Hattiesburg Division. An amended complaint was filed in August 2011, which dropped the class action allegations. The allegations in the amended complaint are similar to those in the Tennessee dairy farmer actions. In addition, plaintiffs have alleged generally that defendants committed civil violations of the federal Racketeering Influenced and Corrupt Organizations Act ("RICO"), as well as common law fraud and tortious interference with contract. Plaintiffs are seeking treble damages for the alleged antitrust and RICO violations, and compensatory and consequential damages for the common law fraud and tortious interference claims. With respect to the antitrust allegations in the complaint, the plaintiffs' proposed geographic market in the Mississippi action is ambiguous as to whether it is identical to the geographic market alleged in the Tennessee dairy farmer actions. In any event, Plaintiffs in the Mississippi action would likely also be included in any class or classes certified in the Tennessee dairy farmer actions. Members of any Tennessee class or classes who fail to exclude themselves from that class, or who excluded themselves but are permitted to opt back into any class for purposes of any settlement with us, will be bound by any settlement in the Tennessee dairy farmer actions when it is approved, which should release and extinguish any claims asserted by them in the Mississippi action. As of February 20, 2012, three plaintiffs in the Mississippi action have not excluded themselves from the Tennessee dairy farmer actions.

On August 11, 2011, a motion to dismiss all of the claims was filed on behalf of Mr. Engles, and motions to dismiss all but the antitrust claims were filed on behalf of the company and the other defendants. Plaintiffs responded to those motions on October 4, 2011. On November 9, 2011, the Court granted the motion to dismiss filed on behalf of Mr. Engles, and granted in part and denied in part the motion to dismiss filed on behalf of the company. The company filed its answer on November 23, 2011. On February 17, 2012, the Company entered into a settlement agreement with all of the plaintiffs who have excluded themselves from the Tennessee dairy farmer actions pursuant to which all of the claims against the Company will be dismissed, and the Company' s involvement as a party in the case will end.

Tennessee Retailer and Indirect Purchaser Actions

A putative class action antitrust complaint (the "retailer action") was filed on August 9, 2007 in the United States District Court for the Eastern District of Tennessee. Plaintiffs allege generally that we, either acting alone or in conjunction with others in the milk industry who are also defendants in the retailer action, lessened competition in the Southeastern United States for the sale of processed fluid Grade A milk to retail outlets and other customers, and that the defendants' conduct also artificially inflated wholesale prices for direct milk purchasers. Plaintiffs' motion for class certification in the retailer action is still pending. Defendants' motion for summary judgment in the retailer action was granted in part and denied in part in August 2010. Defendants filed a motion for reconsideration on September 10, 2010, and filed a supplemental motion for summary judgment as to the remaining claims on September 27, 2010. Those motions are currently pending before the Court, and the case has been stayed pending resolution of those motions. The Court has not set a trial date yet for the retailer action.

On June 29, 2009, another putative class action lawsuit was filed in the Eastern District of Tennessee, Greeneville Division, on behalf of indirect purchasers of processed fluid Grade A milk (the "indirect purchaser action"). The allegations in this complaint are similar to those in the retailer action, but primarily involve state law claims. Because the allegations in the indirect purchaser action substantially overlap with the allegations in the retailer action, the Court granted the parties' joint motion to stay all proceedings in the indirect purchaser action pending the outcome of the summary judgment motions in the retailer action. At this time, we are unable to predict the ultimate outcome of these matters.

Vermont Dairy Farmer Action

On October 8, 2009, we were named, among several defendants, in a putative class action antitrust complaint filed in the United States District Court for the District of Vermont. The Company reached an agreement with the plaintiffs to settle all claims against the Company in this action. Pursuant to the agreement, the Company paid $30 million into an escrow fund pending final approval of the settlement agreement. On August 15, 2011, the Court entered the Final Judgment approving the settlement and dismissing all claims against Dean. No appeals were filed, and the settlement agreement became effective on September 15, 2011.

Foremost Action

On January 22, 2010, the United States Department of Justice ("DOJ") and the States of Wisconsin, Illinois and Michigan ("Plaintiff States") filed a civil action in the Eastern District of Wisconsin ("DOJ lawsuit") alleging that the Company violated Section 7 of the Clayton Act when it acquired the Consumer Products Division of Foremost Farms USA on April 1, 2009. On March 29, 2011, the Company reached agreements with the DOJ and the Plaintiff States to settle the DOJ lawsuit and was required to divest its fluid milk operations in Waukesha, Wisconsin, comply with certain margin limitations on the sale of school milk in the Upper Peninsula of Michigan, and provide prior notification of certain acquisitions of assets of, or interests in, fluid milk processing plants. On July 29, 2011, the court granted final approval of the settlement with the DOJ. Pursuant to the order, the Company divested of the Waukesha facility on September 8, 2011.

Stockholder Derivative Action

In April 2009, a stockholder derivative complaint was filed purportedly on behalf of the Company in the United States District Court for the Eastern District of Tennessee, Greeneville division, alleging that the officers and directors breached their fiduciary duties to the Company under Delaware law by approving the 2001 merger between the former Dean Foods Company and Suiza Foods Corporation, and allegedly participating in, or failing to prevent, a purported conspiracy to fix the price of Grade A milk. The complaint was transferred to the United States District Court for the Northern District of Texas in March 2010. On January 26, 2011, the court dismissed the complaint with prejudice. In March 2011, plaintiffs made a demand that the Company conduct an investigation of substantially similar allegations. In response to the demand, a special committee of the Board of Directors of the Company consisting of independent board members not named in the litigation conducted an independent review of these allegations and reported its findings to the Board. In August 2011, the Board considered the demand letter and determined, based on the special committee' s recommendation, not to pursue any legal action against the Directors.

Kohler Mix Action

On January 18, 2008, our subsidiary, Kohler Mix Specialties, LLC ("Kohler"), was named as a defendant in a civil complaint filed in the Superior Court, Judicial District of Hartford. The plaintiff in the case was the Commissioner of Environmental Protection of the State of Connecticut. The complaint alleged generally that Kohler improperly discharged wastewater into the waters of the State of Connecticut, and bypassed certain wastewater treatment equipment in violation of certain Connecticut environmental regulations and Kohler' s wastewater discharge permit. The plaintiff was seeking injunctive relief and civil penalties with respect to the claims. On August 24, 2011 the parties reached an agreement to settle the litigation. On January 11, 2012, a Stipulated Judgment was entered by the Court, thereby resolving the matter.

Other than the material pending legal proceedings set forth above, we are party from time to time to certain claims, litigations, audits and investigations. Potential liabilities associated with the other matters referred to in this paragraph are not expected to have a material adverse impact on our financial position, results of operations or cash flows.

At this time, it is not possible for us to predict the ultimate outcome of the matters set forth within this section.

Other

We are in varying stages of discussion with numerous states to determine whether we have complied with state unclaimed property laws. Most, but not all, of these states have appointed an agent to conduct an examination of our books and records. In addition to seeking remittance of unclaimed property, some states may also seek interest and penalties. We settled the State of Delaware' s claims during 2011. The settlement amount was not material to our Consolidated Financial Statements. At this time, it is not possible for us to predict the ultimate outcome of the remaining examinations.

19. SEGMENT, GEO GRAPHIC AND CUSTOMER INFORMATION

We have three reportable segments: Fresh Dairy Direct, WhiteWave-Alpro and Morningstar.

In the fourth quarter of 2011, our Chief Executive Officer, who is our chief operating decision maker, changed the way he determines strategy and investment plans for our operations. As a result, beginning in the fourth quarter of 2011, our Fresh Dairy Direct and Morningstar operations were separated so that our three reporting segments consisted of Fresh Dairy Direct, WhiteWave-Alpro and Morningstar. This change reflects the divergence between the go-to market strategies, customer bases and objectives of our businesses and reflects a change in how we expect to deploy our capital in the future. We believe these revised segments have increased internal focus and offered management and investors improved visibility into the performance of the segments against their specific objectives. All segment results set forth herein have been recast to present results on a comparable basis. These changes had no impact on consolidated net sales or operating income.

Fresh Dairy Direct is our largest segment with 77 manufacturing facilities geographically located largely based on local and regional customer needs and other market factors. Fresh Dairy Direct manufactures, markets and distributes a wide variety of branded and private label dairy case products, including milk, ice cream, cultured dairy products, creamers, ice cream mix and other dairy products to retailers, distributors, foodservice outlets, educational institutions and governmental entities across the United States. Our products are primarily delivered through what we believe to be one of the most extensive refrigerated direct store delivery (“DSD”) systems in the United States.

WhiteWave manufactures, develops, markets and sells a variety of nationally branded plant-based beverages and other soy products, including *Silk* plant-based beverages such as soy, almond and coconut milks and cultured soy products; dairy and dairy-related products, such as *Horizon Organic* milk and other dairy products; and *International Delight* coffee creamers and *LAND O LAKES* creamers and fluid dairy products. Alpro is a leading provider of branded plant-based beverages, such as soy, almond and hazelnut drinks, and food products in Europe and markets its products under the *Alpro* and *Provamel* brands. WhiteWave-Alpro sells its products to a variety of customers, including grocery stores, club stores, natural foods stores, mass merchandisers, convenience stores, drug stores and foodservice outlets. The majority of the WhiteWave-Alpro products are delivered through warehouse delivery systems.

Morningstar Foods is a leading U.S. manufacturer of ESL creams and creamers, beverage and cultured dairy products with an emphasis on foodservice and private label retail customers. These products include half and half, whipping cream, ice cream mix, value-added milks, sour cream and cottage cheese under an array of private labels and the *Friendship* brand. Morningstar sells its products to a variety of customers, including food distributors, national restaurant chains, grocery stores and mass merchandisers. Morningstar currently operates 12 manufacturing facilities domestically and has one of the most extensive manufacturing networks for these products in the United States. Morningstar products are delivered through warehouse delivery systems and are sold by its internal sales force and independent brokers.

In the second quarter of 2011, we began evaluating strategic alternatives related to our 50% owned joint venture between WhiteWave and Hero Group, which is a part of our WhiteWave-Alpro segment. During the third quarter of 2011, due to continued poor performance by the venture and a desire on our part to invest in core operations, a recommendation was made to, and approved by, the joint venture partners to wind down the joint venture operations during the fourth quarter of 2011. In conjunction with this action plan, we wrote down the joint venture' s long-lived assets to fair value less cost to sell as of September 30, 2011. Additionally, based on our continuing level of involvement with the joint venture, we have continued to consolidate the venture in our Consolidated Financial Statements. We completed the majority of the wind down of the joint venture during the fourth quarter of 2011. Upon completion of the wind down in the first half of 2012, we may incur additional charges related to the final settlement with our joint venture partner, Hero Group.

During the second quarter of 2010, we committed to a plan to sell the business operations of Rachel' s, which provided organic branded dairy-based chilled yogurt, milk and related dairy products primarily in the United Kingdom. The sale of these operations was completed on August 4, 2010. All Rachel' s operations, previously reported within the WhiteWave-Alpro segment, have been reclassified as discontinued operations in our Consolidated Financial Statements for the years ended December 31, 2010 and 2009. See Note 2.

We evaluate the performance of our segments based on sales and operating income or loss before gains and losses on the sale of businesses, facility closing and reorganization costs, litigation settlements, goodwill impairment, foreign exchange gains and losses and write downs related to the wind down of our joint venture. The reporting segments do not include an allocation of the costs related to shared services such as audit services, corporate development, human resources, strategy, tax or treasury. In addition, the expense related to share-based compensation has not been allocated to our segments and is reflected entirely within the caption "Corporate and Other". Therefore, the measure of segment profit or loss presented below is before such items. Additionally, a portion of our WhiteWave-Alpro products are sold by Fresh Dairy Direct and Morningstar. Those sales, together with their related costs, are included in the WhiteWave-Alpro segment for reporting purposes. A portion of our Fresh Dairy Direct products are manufactured by our Morningstar segment. Sales of those products, together with their related costs, are included in the Fresh Dairy Direct segment for reporting purposes.

The amounts in the following tables are obtained from reports used by our executive management team and do not include any allocated income taxes or management fees. There are no significant non-cash items reported in segment profit or loss other than depreciation and amortization.

	Year Ended December 31		
	2011	2010	2009
		(In thousands)	
Net sales to external customers:			
Fresh Dairy Direct	$9,596,928	$8,968,484	$8,456,219
WhiteWave-Alpro	2,109,892	1,937,983	1,632,970
Morningstar	1,348,673	1,216,420	1,024,593
Total	$ 13,055,493	$ 12,122,887	$ 11,113,782
Intersegment sales:			
Fresh Dairy Direct	$65,641	$56,321	$53,161
WhiteWave-Alpro	108,921	107,923	137,997
Morningstar	331,961	333,476	298,316
Total	$506,523	$497,720	$489,474
Operating income (loss):			
Fresh Dairy Direct	$349,488	$413,486	$642,410
WhiteWave-Alpro	199,673	166,269	130,268
Morningstar	95,404	90,956	114,263
Total reportable segment operating income	644,565	670,711	886,941
Corporate and Other	(210,134)	(210,266)	(234,025)
Facility closing and reorganization costs	(45,688)	(30,761)	(30,162)
Litigation settlements	(131,300)	(30,000)	–
Goodwill impairment	(2,075,836)	–	–
Other operating income	16,831	–	–
Total	(1,801,562)	399,684	622,754
Other (income) expense:			
Interest expense	252,951	248,301	246,510
Other (income) expense, net	(1,915)	161	(4,221)
Consolidated income (loss) from continuing operations before tax	$ (2,052,598)	$151,222	$380,465
Depreciation and amortization:			
Fresh Dairy Direct	$161,326	$157,725	$146,730
WhiteWave-Alpro	70,075	68,353	58,933
Morningstar	26,438	28,841	29,527
Corporate and Other	27,928	21,161	18,740
Total	$285,767	$276,080	$253,930

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	December 31		
	2011	2010	2009
		(In thousands)	
Assets:			
Fresh Dairy Direct	$ 2,669,001	$ 4,755,240	$ 4,847,151
WhiteWave-Alpro	2,086,097	1,984,893	1,985,619
Morningstar	670,870	686,989	673,662
Corporate	325,213	412,431	307,421
Assets Held For Sale	3,182	117,114	30,088
Total	$ 5,754,363	$ 7,956,667	$ 7,843,941
Capital expenditures:			
Fresh Dairy Direct	$ 164,833	$ 173,608	$ 180,541
WhiteWave-Alpro	127,209	52,255	35,252
Morningstar	20,317	26,052	31,058
Corporate and Other	13,125	50,059	20,839
Total	$ 325,484	$ 301,974	$ 267,690

Geographic Information − Net sales and long-lived assets for domestic and foreign operations are shown in the table below.

	December 31		
	2011	2010	2009
		(In thousands)	
Net sales to external customers:			
Domestic	$ 12,678,363	$ 11,773,644	$ 10,934,271
Foreign	377,130	349,243	179,511
Long-lived assets:			
Domestic	$ 3,594,443	$ 5,652,676	$ 5,672,529
Foreign	443,598	487,775	523,819

During the second half of 2009 and during 2010, net sales from our foreign operations increased due to the acquisition of Alpro, which was completed in July 2009, offset by the exit of certain business relationships within our previously existing foreign operations.

Significant Customers − Our largest customer accounted for approximately 19% of our consolidated net sales in 2011, 2010 and 2009. Sales to this customer were included in our Fresh Dairy Direct, WhiteWave-Alpro and Morningstar segments.

20. QUARTERLY RESULTS OF OPERATIONS (unaudited)

The following is a summary of our unaudited quarterly results of operations for 2011 and 2010.

	Quarter			
	First	Second	Third	Fourth
		(In thousands, except share data)		
2011				
Net sales	$ 3,049,854	$ 3,298,808	$ 3,410,797	$ 3,296,034
Gross profit	750,282	759,561	741,265	766,478
Income (loss) from continuing operations(5)	23,382	(53,020)	(1,555,650)	(10,499)
Net income (loss)(1)(5)	23,382	(53,020)	(1,552,034)	(10,499)

Net income (loss) attributable to Dean Foods Company(1)(5)	25,263	(50,513)	(1,540,497)	(9,874)
Earnings (loss) per common share(2):				
Basic	0.14	(0.28)	(8.39)	(0.05)
Diluted	0.14	(0.28)	(8.39)	(0.05)

	Quarter			
	First	Second	Third	Fourth
	(In thousands, except share data)			
2010				
Net sales	$ 2,961,143	$ 2,954,653	$ 3,054,130	$ 3,152,961
Gross profit	747,794	751,423	749,629	757,076
Income (loss) from continuing operations (4)	39,811	43,461	17,177	(22,709)
Net income(3)(4)	40,915	42,852	21,957	(22,968)
Net income attributable to Dean Foods Company(3)(4)	43,152	44,787	24,296	(20,744)
Earnings (loss) per common share(2):				
Basic	0.24	0.25	0.13	(0.11)
Diluted	0.24	0.25	0.13	(0.11)

(1) The results for the first, second, third and fourth quarters of 2011 include facility closing and reorganization costs, net of tax, of $6.6 million, $12.9 million, $6.3 million and $2.2 million, respectively. See Note 16.

(2) Earnings (loss) per common share calculations for each of the quarters were based on the basic and diluted weighted average number of shares outstanding for each quarter. The sum of the quarters may not necessarily be equal to the full year earnings (loss) per common share amount.

(3) The results for the first, second, third and fourth quarters of 2010 include facility closing and reorganization costs, net of tax, of $1.0 million, $4.2 million, $5.3 million and $9.3 million, respectively. See Note 16.

(4) Results for 2010 include a charge of $18.7 million, net of tax, related to a class action antitrust complaint settlement (Note 18) and a non-cash income tax charge of $10.8 million (Note 8).

(5) Results for 2011 include a charge of $1.6 billion related to goodwill impairment, net of tax (Note 6), a $80.4 million net of tax charge related to a proposed class action antitrust complaint settlement (Note 18), and a $10.5 million gain, net of tax, related to divestitures (Note 2).

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Dean Foods Company
Dallas, Texas

We have audited the accompanying consolidated balance sheets of Dean Foods Company and subsidiaries (the "Company") as of December 31, 2011 and 2010, and the related consolidated statements of operations, stockholders' equity (deficit) and cash flows for each of the three years in the period ended December 31, 2011. Our audits also included the financial statement schedule listed in the Index at Item 15. These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Dean Foods Company and subsidiaries as of December 31, 2011 and 2010 and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2011, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2011, based on the criteria established in Internal Control −Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 27, 2012 expressed an unqualified opinion on the Company's internal control over financial reporting.

/S/ DELOITTE & TOUCHE LLP

Dallas, Texas
February 27, 2012

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
Dean Foods Company
Dallas, Texas

We have audited the internal control over financial reporting of Dean Foods Company and subsidiaries (the “Company”) as of December 31, 2011, based on criteria established in Internal Control − Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company’ s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company’ s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company’ s internal control over financial reporting is a process designed by, or under the supervision of, the company’ s principal executive and principal financial officers, or persons performing similar functions, and effected by the company’ s board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’ s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’ s assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on the criteria established in Internal Control − Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Consolidated Financial Statements and financial statement schedule as of and for the year ended December 31, 2011 of the Company and our report dated February 27, 2012 expressed an unqualified opinion on those financial statements and financial statement schedule.

/S/ DELOITTE & TOUCHE LLP

Dallas, Texas
February 27, 2012

Item 9. ***Changes in and Disagreements with Accountants on Accounting and Financial Disclosure***

During our three most recent fiscal years, no independent accountant who was engaged as the principal accountant to audit our financial statements, nor any independent accountant who was engaged to audit a significant subsidiary and on whom our principal accountant expressed reliance in its report, has resigned or been dismissed.

Item 9A. ***Controls and Procedures***

Evaluation of Disclosure Controls and Procedures

We conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act, referred to herein as "Disclosure Controls") as of the end of the period covered by this annual report. The controls evaluation was done under the supervision and with the participation of management, including our Chief Executive Officer (CEO) and Chief Financial Officer (CFO). Based upon our most recent controls evaluation, our CEO and CFO have concluded that our Disclosure Controls were effective as of December 31, 2011.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal control over financial reporting (as defined in rules 13a-15(f) and 15d-15(f) under the Exchange Act) in the quarter ended December 31, 2011 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

MANAGEMENT REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Our internal control system was designed to provide reasonable assurance to our management and Board of Directors regarding the preparation and fair presentation of published financial statements.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

We have assessed the effectiveness of our internal control over financial reporting as of December 31, 2011. In making this assessment, we used the criteria established in *Internal Control − Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on our assessment we believe that, as of December 31, 2011, our internal control over financial reporting is effective based on those criteria.

Our independent auditors, Deloitte & Touche LLP, a registered public accounting firm, are appointed by the Audit Committee of our Board of Directors, subject to ratification by our stockholders. Deloitte & Touche LLP has audited and reported on the consolidated financial statements of Dean Foods Company and subsidiaries and our internal control over financial reporting. The reports of our independent auditors are contained in this annual report on Form 10-K.

Our independent registered public accounting firm has issued an audit report on our internal control over financial reporting. This report appears on page 54.

February 27, 2012

Item 9B. ***Other Information***

None.

PART III

Item 10. ***Directors, Executive Officers and Corporate Governance***

Incorporated herein by reference to our proxy statement (to be filed) for our May 16, 2012 Annual Meeting of Stockholders.

Item 11. ***Executive Compensation***

Incorporated herein by reference to our proxy statement (to be filed) for our May 16, 2012 Annual Meeting of Stockholders.

Item 12. ***Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters***

Incorporated herein by reference to our proxy statement (to be filed) for our May 16, 2012 Annual Meeting of Stockholders.

Item 13. ***Certain Relationships and Related Transactions, and Director Independence***

Incorporated herein by reference to our proxy statement (to be filed) for our May 16, 2012 Annual Meeting of Stockholders.

Item 14. ***Principal Accountant Fees and Services***

Incorporated herein by reference to our proxy statement (to be filed) for our May 16, 2012 Annual Meeting of Stockholders.

PART IV

Item 15. ***Exhibits and Financial Statement Schedule***

Financial Statements

The following Consolidated Financial Statements are filed as part of this report or are incorporated herein as indicated:

Financial Statement Schedule

Schedule II − Valuation and Qualifying Accounts

Exhibits

See Index to Exhibits.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

By: /S/ SCOTT K. VOPNI

Scott K. Vopni

Senior Vice President and

Chief Accounting Officer

Dated February 27, 2012

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the registrant and in the capacity and on the dates indicated.

Name	Title	Date
/S/ GREGG L. ENGLES **Gregg L. Engles**	Chief Executive Officer and Chairman of the Board	February 27, 2012
/S/ SHAUN P. MARA **Shaun P. Mara**	Executive Vice President and Chief Financial Officer	February 27, 2012
/S/ SCOTT K. VOPNI **Scott K. Vopni**	Senior Vice President and Chief Accounting Officer	February 27, 2012
/S/ TOM C. DAVIS **Tom C. Davis**	Director	February 27, 2012
/S/ STEPHEN L. GREEN **Stephen L. Green**	Director	February 27, 2012
/S/ JOSEPH S. HARDIN, JR. **Joseph S. Hardin, Jr.**	Director	February 27, 2012
/S/ JANET HILL **Janet Hill**	Director	February 27, 2012
/S/ WAYNE MAILLOUX **Wayne Mailloux**	Director	February 27, 2012
/S/ JOHN R. MUSE **John R. Muse**	Director	February 27, 2012
/S/ HECTOR M. NEVARES **Hector M. Nevares**	Director	February 27, 2012
/S/ JIM L. TURNER **Jim L. Turner**	Director	February 27, 2012

/s/ Doreen Wright **Doreen Wright**	Director	February 27, 2012

SCHEDULE II

DEAN FOODS COMPANY AND SUBSIDIARIES
VALUATION AND QUALIFYING ACCOUNTS
Years Ended December 31, 2011, 2010 and 2009

Description	Balance at Beginning of Period	Charged to (Reduction in) Costs and Expenses	Other	Deductions	Balance at End of Period
			(In thousands)		
Year ended December 31, 2011					
Allowance for doubtful accounts	$15,347	$1,996	$(160)	$(6,292)	$10,891
Deferred tax asset valuation allowances	7,660	1,516	–	–	9,176
Year ended December 31, 2010					
Allowance for doubtful accounts	$16,888	$7,956	$(1,379)	$(8,118)	$15,347
Deferred tax asset valuation allowances	9,108	(1,448)	–	–	7,660
Year ended December 31, 2009					
Allowance for doubtful accounts	$ 17,429	$ 2,496	$ 1,179	$ (4,216)	$ 16,888
Deferred tax asset valuation allowances	9,645	(537)	–	–	9,108

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INDEX TO EXHIBITS

Exhibit No.	Description	Previously Filed as an Exhibit to and Incorporated by Reference From	Date Filed
3.1	Amended and Restated Certificate of Incorporation	Annual Report on Form 10-K for the year ended December 31, 2001	April 1, 2002
3.2	Amended and Restated Bylaws	Current Report on Form 8-K	November 18, 2011
4.1	Specimen of Common Stock Certificate	Annual Report on Form 10-K for the year ended December 31, 2001	April 1, 2002
4.2	Indenture, dated as of May 15, 2006, between us, the subsidiary guarantors listed therein and The Bank of New York Trust Company, N.A., as trustee	Current Report on Form 8-K	May 19, 2006
4.3	Supplemental Indenture No. 1, dated as of May 17, 2006, between us, the subsidiary guarantors listed therein and The Bank of New York Trust Company, N.A., as trustee	Current Report on Form 8-K	May 19, 2006
4.4	Supplemental Indenture No. 2, dated as of July 31, 2007, between us, the subsidiary guarantors listed therein and The Bank of New York Trust Company, N.A., as trustee	Quarterly Report on Form 10-Q for the quarter ended September 30, 2007	November 9, 2007
4.5	Supplemental Indenture No. 6, dated as of December 16, 2010, between us, the subsidiary guarantors listed therein and The Bank of New York Mellon Trust Company, N.A., as trustee	Current Report on Form 8-K	December 16, 2010
4.6	Registration Rights Agreement, dated as of December 16, 2010, between us, the subsidiary guarantors listed therein and several initial purchasers listed therein	Current Report on Form 8-K	December 16, 2010
*10.1	Eighth Amended and Restated 1997 Stock Option and Restricted Stock Plan	Annual Report on Form 10-K for the year ended December 31, 2006	March 1, 2007
*10.2	Third Amended and Restated 1989 Dean Foods Company Stock Awards Plan	Annual Report on Form 10-K for the year ended December 31, 2004	March 16, 2005
*10.3	Amended and Restated Executive Deferred Compensation Plan	Annual Report on Form 10-K for the year ended December 31, 2006	March 1, 2007
*10.4	Post-2004 Executive Deferred Compensation Plan	Annual Report on Form 10-K for the year ended December 31, 2006	March 1, 2007
*10.5	Revised and Restated Supplemental Executive Retirement Plan	Annual Report on Form 10-K for the year ended December 31, 2006	March 1, 2007
*10.6	Amendment No. 2 to the Dean Foods Company Supplemental Executive Retirement Plan	Annual Report on Form 10-K for the year ended December 31, 2006	March 1, 2007

*10.7	Dean Foods Company Amended and Restated Executive Severance Pay Plan	Current Report on Form 8-K	November 19, 2010
*10.8	Form of Amended and Restated Change in Control Agreement for our executive officers	Quarterly Report on Form 10-Q for the quarter ended September 30, 2008	November 5, 2008
*10.9	Forms of Amended and Restated Change in Control Agreement for certain other officers	Quarterly Report on Form 10-Q for the quarter ended September 30, 2008	November 5, 2008
*10.10	Form of Change in Control Agreement for our executive officers - effective August 2011	Filed herewith	

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Exhibit No.	Description	Previously Filed as an Exhibit to and Incorporated by Reference From	Date Filed
*10.11	Form of Change in Control Agreement for certain other officers - effective August 2011	Filed herewith	
*10.12	Dean Foods Company 2007 Stock Incentive Plan	Quarterly Report on Form 10-Q for the quarter ended June 30, 2007	August 9, 2007
*10.13	Form of Non-Qualified Stock Option Agreement under the Dean Foods Company 2007 Stock Incentive Plan	Annual Report on Form 10-K for the year ended December 31, 2010	March 1, 2011
*10.14	Form of Restricted Stock Unit Award Agreement under the Dean Foods Company 2007 Stock Incentive Plan	Annual Report on Form 10-K for the year ended December 31, 2010	March 1, 2011
*10.15	Form of Cash Performance Unit Agreement under the Dean Foods Company 2007 Stock Incentive Plan	Annual Report on Form 10-K for the year ended December 31, 2010	March 1, 2011
*10.16	Form of Phantom Shares Award Agreement under the Dean Foods Company 2007 Stock Incentive Plan	Annual Report on Form 10-K for the year ended December 31, 2010	March 1, 2011
*10.17	Form of Dean Cash Award Agreement	Annual Report on Form 10-K for the year ended December 31, 2010	March 1, 2011
*10.18	Form of Director' s Non-Qualified Stock Option Agreement under the Dean Foods Company 2007 Stock Incentive Plan	Annual Report on Form 10-K for the year ended December 31, 2010	March 1, 2011
*10.19	Form of Director' s Restricted Stock Unit Award Agreement under the Dean Foods Company 2007 Stock Incentive Plan	Annual Report on Form 10-K for the year ended December 31, 2010	March 1, 2011
*10.20	Form of Director' s Master Restricted Stock Agreement under the Dean Foods Company 2007 Stock Incentive Plan	Quarterly Report on Form 10-Q for the quarter ended June 30, 2008	August 8, 2008
*10.21	2011 Short-Term Incentive Compensation Plan	Current Report on Form 8-K	March 4, 2011
*10.22	Proprietary Information, Inventions and Non-Compete Agreement between us and Joseph Scalzo dated October 7, 2005	Quarterly Report on Form 10-Q for the quarter ended September 30, 2005	November 8, 2005
*10.23	Proprietary Information, Inventions and Non-Compete Agreement between us and Jack F. Callahan dated May 9, 2006	Quarterly Report on Form 10-Q for the quarter ended June 30, 2006	August 9, 2006
*10.24	Employment Agreement between us and Shaun Mara dated April 21, 2010	Annual Report on Form 10-K for the year ended December 31, 2010	

Exhibit No.	Description	Previously Filed as an Exhibit to and Incorporated by Reference From	Date Filed
*10.25	Promotion Letter between us and Shaun Mara dated November 16, 2010	Current Report on Form 8-K/A	November 19, 2010
*10.26	Employment Agreement between us and Gregg Tanner dated November 1, 2007	Quarterly Report on Form 10-Q for the quarter ended September 30, 2007	November 9, 2007
*10.27	Proprietary Information, Inventions and Non-Compete Agreement between us and Gregg Tanner dated November 1, 2007	Quarterly Report on Form 10-Q for the quarter ended September 30, 2007	November 9, 2007
*10.28	Employment Agreement between us and Steven J. Kemps dated July 8, 2008	Quarterly Report on Form 10-Q for the quarter ended June 30, 2008	August 8, 2008
*10.29	Employment Agreement between us and Kelly Duffin-Maxwell dated April 9, 2008	Quarterly Report on Form 10-Q for the quarter ended March 31, 2008	May 12, 2008
*10.30	Employment Agreement between us and Chris Sliva dated November 16, 2007	Quarterly Report on Form 10-Q for the quarter ended June 30, 2009	August 6, 2009
*10.31	Employment Agreement between us and Chris Sliva dated February 15, 2010	Quarterly Report on Form 10-Q for the quarter ended March 31, 2010	May 10, 2010
*10.32	Promotion Letter between us and Chris Sliva dated October 6, 2010	Quarterly Report on Form 10-Q for the quarter ended September 30, 2010	November 19, 2010
*10.33	Employment Agreement between us and Blaine McPeak dated October 14, 2009	Annual Report on Form 10-K for the year ended December 31, 2009	February 25, 2010
*10.34	Employment Agreement between us and Thomas Zanetich dated February 18, 2011	Annual Report on Form 10-K for the year ended December 31, 2010	March 1, 2011
*10.35	Summary of Terms of Employment Agreement (translated from Dutch) between us and Bernard Deryckere dated April 13, 2001	Annual Report on Form 10-K for the year ended December 31, 2009	February 25, 2010
*10.36	Amendment to Employee Agreement (translated from Dutch) between us and Bernard Deryckere dated February 4, 2011	Annual Report on Form 10-K for the year ended December 31, 2010	March 1, 2011
*10.37	Letter Agreement between the Company and Kevin C. Yost dated February 5, 2010	Quarterly Report on Form 10-Q for the quarter ended March 31, 2011	May 10, 2011
*10.38	Letter Agreement between the Company and Kevin C. Yost dated May 19, 2011	Quarterly Report on Form 10-Q for the quarter ended June 30, 2011	August 9, 2011
10.39	Distribution Agreement between us and TreeHouse Foods dated June 27, 2005	Current Report on Form 8-K	June 27, 2005
10.40	Tax Sharing Agreement dated June 27, 2005 between us and TreeHouse Foods	Current Report on Form 8-K	June 27, 2005

Exhibit No.	Description	Previously Filed as an Exhibit to and Incorporated by Reference From	Date Filed
10.41	Amendment No. 11 to Fourth Amended and Restated Receivables Purchase Agreement among certain subsidiaries of Dean Foods Company, as sellers, the Servicers, the Companies, the Financial Institutions (each as defined in the agreement) and Bank One NA, as Agent	Current Report on Form 8-K	November 21, 2006
10.42	Fifth Amended and Restated Receivables Purchase Agreement, dated as of April 2, 2007 among Dairy Group Receivables L.P., Dairy Group Receivables II, L.P., WhiteWave Receivables, L.P., as Sellers; the Servicers, Companies and Financial Institutions listed therein; and JPMorgan Chase Bank, N.A., as Agent	Current Report on Form 8-K	April 4, 2007
10.43	Amendment No. 3 to Fifth Amended and Restated Receivables Purchase Agreement and Limited Waiver dated March 31, 2008	Current Report on Form 8-K	April 4, 2008
10.44	Amendment No. 4 to Fifth Amended and Restated Receivables Purchase Agreement dated April 4, 2008	Current Report on Form 8-K	April 4, 2008
10.45	Amendment No. 5 to Fifth Amended and Restated Receivables Purchase Agreement and Limited Waiver dated April 30, 2008	Current Report on Form 8-K	May 1, 2008
10.46	Amendment No. 7 to Fifth Amended and Restated Receivables Purchase Agreement and Reaffirmation of Performance Undertaking dated March 30, 2009	Current Report on Form 8-K	April 3, 2009
10.47	Amendment No. 9 to Fifth Amended and Restated Receivables Purchase Agreement and Reaffirmation of Performance Undertaking dated March 29, 2010	Current Report on Form 8-K	March 31, 2010
10.48	Amendment No. 10 to Fifth Amended and Restated Receivables Purchase Agreement and Reaffirmation of Performance Undertaking dated June 30, 2010	Current Report on Form 8-K	July 1, 2010
10.49	Second Amended and Restated Credit Agreement, dated as of April 2, 2007, as amended and restated as of June 30, 2010, among Dean Foods Company; J.P. Morgan Securities, Inc., Banc of America Securities	Current Report on Form 8-K	July 1, 2010

	LLC, Wells Fargo Securities, LLC, as Lead Arrangers; JPMorgan Chase Bank, National Association, as Administrative Agent; Bank of America, N.A., as Syndication Agent; and certain other lenders that are parties thereto		
10.50	Amendment No. 11 to Fifth Amended and Restated Receivables Purchase Agreement and Reaffirmation of Performance Undertaking dated December 9, 2010	Current Report on Form 8-K	December 9, 2010

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Exhibit No.	Description	Previously Filed as an Exhibit to and Incorporated by Reference From	Date Filed
10.51	Amendment No. 12 to Fifth Amended and Restated Receivables Purchase Agreement and Reaffirmation of Performance Undertaking, dated September 28, 2011	Current Report on Form 8-K	October 3, 2011
10.52	Amendment No. 1 to Second Amended and Restated Credit Agreement, dated as of December 9, 2010	Current Report on Form 8-K	December 9, 2010
12	Computation of Ratio of Earnings to Fixed Charges	Filed herewith	
21	List of Subsidiaries	Filed herewith	
23	Consent of Deloitte & Touche LLP	Filed herewith	
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith	
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith	
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Filed herewith	
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Filed herewith	
99	Supplemental Unaudited Financial Information for Dean Holding Company	Filed herewith	

101.INS XBRL Instance Document(1)

101.SCH XBRL Taxonomy Extension Schema Document(1)

101.CAL XBRL Taxonomy Calculation Linkbase Document(1)

101.DEF XBRL Taxonomy Extension Definition Linkbase Document(1)

101.LAB XBRL Taxonomy Label Linkbase Document(1)

101.PRE XBRL Taxonomy Presentation Linkbase Document(1)

(1) Submitted electronically herewith

* This exhibit is a management or compensatory contract.

Attached as Exhibit 101 to this report are the following materials from Dean Foods Company' s Annual Report on Form 10-K for the fiscal year ended December 31, 2011, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Statements of Operations for the years ended December 31, 2011, 2010 and 2009, (ii) the Consolidated Balance Sheets as of December 31, 2011 and 2010, (iii) the Consolidated Statements of Stockholders' Equity (Deficit) for the years ended December 31, 2011, 2010 and 2009, (iv) the

Consolidated Statements of Cash Flows for the years ended December 31, 2011, 2010 and 2009, and (v) Notes to Consolidated Financial Statements.

In accordance with Rule 406T of Regulation S-T, the XBRL-related information in Exhibit 101 to this Annual Report on Form 10-K is deemed not filed or part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act, is deemed not filed for purposes of section 18 of the Exchange Act, and otherwise is not subject to liability under these sections.

Exhibit 10.10

CHANGE IN CONTROL AGREEMENT

THIS CHANGE IN CONTROL AGREEMENT (this "Agreement") is entered into effective as of **[Date],** by and between **DEAN FOODS COMPANY**, a Delaware corporation (together with its subsidiaries, the "Company"), and «Executive» (the "Executive").

RECITALS

A. The Board of Directors of the Company (the "Board") has determined that the interests of the Company would be advanced by providing the key executives of the Company with certain benefits in the event of the termination of employment of any such executive in connection with or following a Change in Control (as hereafter defined).

B. The Board believes that such benefits enable the Company to continue to attract and retain competent and qualified executives, assure continuity and cooperation of management and encourage such executives to diligently perform their duties without personal financial concerns, thereby enhancing shareholder value and ensuring a smooth transition.

AGREEMENTS

NOW, THEREFORE, for good and valuable consideration, including the mutual covenants set forth herein, the parties hereto agree as follows:

1. **Definitions**. The following terms shall have the following meanings for purposes of this Agreement.

"**Affiliate**" means any entity controlled by, controlling or under common control with, a person or entity.

"**Annual Pay**" means the sum of (i) an amount equal to the annual base salary rate payable to the Executive by the Company at the time of termination of his or her employment plus (ii) an amount equal to the target bonus established for the Executive for the Company' s fiscal year in which his or her termination of employment occurs, but in either case, without giving effect to any reduction therein occurring following a Change in Control.

"**Board**" means the board of directors of the Company.

"**Cause**" means the Executive' s (i) willful and intentional material breach of this Agreement, (ii) willful and intentional misconduct or gross negligence in the performance of, or willful neglect of, the Executive' s duties, which has caused material injury (monetary or otherwise) to the Company, or (iii) conviction of, or plea of nolo contendere to, a felony; provided, however, that no act or omission shall constitute "Cause" for purposes of this Agreement unless the Board or the Chairman of the Board provides to the Executive (a) written notice clearly and fully describing the particular acts or omissions which the Board or the Chairman of the Board reasonably believes in good faith constitutes "Cause" and (b) an opportunity, within thirty (30) days following his or her receipt of such notice, to meet in person with the Board or the Chairman of the Board to explain or defend the alleged acts or omissions relied upon by the Board and, to the extent practicable, to cure such acts or omissions. Further, no act or omission shall be considered as "willful" or "intentional" if the Executive reasonably believed such acts or omissions were in the best interests of the Company.

"**Change in Control**" means (1) any "person" (as such term is used in Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), but specifically excluding the Company, any wholly-owned subsidiary of the Company and/or any employee benefit plan maintained by the Company or any wholly-owned subsidiary of the Company) becomes the "beneficial owner" (as determined pursuant to Rule 13d-3 under the Exchange Act), directly or indirectly, of securities of the Company representing thirty percent (30%) or more of the combined voting power of the Company' s then outstanding securities; or (2) individuals who currently serve on the Board, or whose election to the Board or nomination for election to the Board was approved by a vote of at least two-thirds (2/3) of the directors who either currently serve on the Board, or whose election or nomination for election was previously so approved, cease for any reason to constitute a majority of the Board; or (3) the Company or any subsidiary of the Company shall merge with or consolidate into any other corporation, other than a merger or consolidation which would result in the holders of the voting securities of the Company outstanding immediately prior thereto holding immediately thereafter securities representing more than sixty percent (60%) of the combined voting power of the voting securities of the Company or such surviving entity (or its ultimate parent, if applicable) outstanding immediately after such merger or consolidation; or (4) the stockholders of the Company approve a plan of complete liquidation of the Company or an agreement for the sale or disposition by the Company of all or substantially all of the Company' s assets, or such a plan is commenced.

"**Code**" means the Internal Revenue Code of 1986, as amended.

"**Confidential Information**" means all information, whether oral or written, previously or hereafter developed, acquired or used by the Company or its subsidiaries and relating to the business of the Company and its subsidiaries that is not generally known to others in the Company' s area of business, including without limitation trade secrets, methods or practices developed by the Company or any of its subsidiaries, financial results or plans, customer or client lists, personnel information, information relating to negotiations with clients or prospective clients, proprietary software, databases, programming or data transmission methods, or copyrighted materials (including without limitation, brochures, layouts, letters, art work, copy, photographs or illustrations). It is expressly understood that the foregoing list shall be illustrative only and is not intended to be an exclusive or exhaustive list of "Confidential Information."

"**Good Reason**" means any of the following events occurring, without the Executive' s prior written consent specifically referring to this Agreement, prior to the first anniversary of a Change in Control:

(1) (A) Any material reduction in the amount of the Executive' s Annual Pay, (B) any material reduction in the amount of Executive' s other incentive compensation opportunities, or (C) any significant reduction in the aggregate value of the Executive' s

benefits as in effect from time to time (unless in the case of either B or C, such reduction is pursuant to a general change in compensation or benefits applicable to all similarly situated employees of the Company and its Affiliates);

(2)(A) the removal of the Executive from the Executive' s position of the ultimate parent of the business of the Company or (B) any other significant reduction in the nature or status of the Executive' s duties or responsibilities;

(3) transfer of the Executive' s principal place of employment to a metropolitan area other than that of the Executive' s place of employment immediately prior to the Change in Control; or

(4) failure by the Company to obtain the assumption agreement referred to in Section 7 of this Agreement prior to the effectiveness of any succession referred to therein, unless the purchaser, successor or assignee referred to therein is bound to perform this Agreement by operation of law.

In order for a termination by the Executive to constitute a termination for Good Reason, (i) the Executive must notify the Company of the circumstances claimed to constitute Good Reason in writing not later than the 90th day after it has arisen or occurred, (ii) the Company must not have cured such circumstances within 30 days of receipt of the notice and (iii) the Executive must actually terminate employment on or before the 13th month anniversary of the Change in Control.

"**Termination Pay**" means a payment made by the Company to the Executive pursuant to Section 2(a) (ii) or Section 2(b) hereof.

2. Benefits.

(a) Involuntary or Constructive Termination. In the event that the Executive' s employment with the Company or its successor is terminated (x) by the Company or its successor without Cause within 13 months following a Change in Control or (y) by the Executive for Good Reason, the Executive shall be entitled to the following payments and other benefits:

(i) The Company shall pay to the Executive a cash payment in an amount equal to the sum of (A) the Executive' s accrued and unpaid salary as of his or her date of termination of employment, plus (B) his or her accrued and unpaid bonus, if any, for the Company' s prior fiscal year, plus (C) an amount equal to the greater of the following, paid on a pro rata basis for the portion of the year between January 1 and the date of the Executive' s termination of employment: (x) Executive' s target bonus for the year of termination, or (y) the actual bonus to which the Executive would be entitled in the year of termination, if calculable at the date of termination, plus (D) reimbursement for all unreimbursed expenses reasonably and necessarily incurred by the Executive (in accordance with Company policy) in connection with the business of the Company prior to termination and since the beginning of the calendar year prior to the date of termination. This amount shall be paid within five (5) business days of the date of the Executive' s termination of employment.

(ii) The Company shall pay to the Executive a cash payment in an amount equal to three (3) times the Executive' s Annual Pay. This amount shall be paid by the Company in accordance with Section 2(e) hereof.

(iii) The Company shall pay to the Executive a cash payment in an amount equal to the sum of (A) the Executive' s unvested account balance under the Company' s 401(k) plan, if any, and (B) three (3) times the amount of the aggregate matching contributions payable in respect of Executive' s contributions into the Executive' s 401(k) account for the last completed calendar year (which, for this purpose, shall be annualized if the Executive was not eligible to participate in such 401(k) plan for the entire calendar year). This amount shall be paid within 60 days after the date of the Executive' s termination of employment.

(iv) The Executive and his or her eligible dependents shall be entitled for a period of two (2) years following his or her date of termination of employment to continued coverage, on the same basis as similarly situated active employees, under the Company' s group health, dental, long-term disability and life insurance plans as in effect from time to time (but not any other welfare benefit plans or any retirement plans); provided that coverage under any particular benefit plan shall expire with respect to the period after the Executive becomes covered under another employer' s plan providing for a similar type of benefit. In the event the Company is unable to provide such coverage on account of any limitations under the terms of any applicable contract with an insurance carrier or third party administrator, the Company shall pay the Executive an amount equal to the cost to the Company of providing such coverage within 60 days after the date of the Executive' s termination of employment. To the extent that Company' s group health or dental benefits are self-insured, then in addition to any other limitation provided here, the period of coverage provided by this Section 2(a) (iv) under the self-insured health or dental plan shall not exceed the period of time during which the Executive would be entitled to receive continuation coverage under a group health plan under section 4980B (COBRA) if the Executive had elected such coverage and paid such premiums. To the extent that the immediately preceding sentence applies, the Company shall pay the Executive an amount equal to the cost of such COBRA coverage for a period equal to the excess of (i) 24 months minus (ii) the number of months of COBRA coverage initially available to the Executive, as determined in good faith by the Company, with such payment to be made within 60 days after the date of the Executive' s termination of employment.

(v) The Company shall pay all costs and expenses, up to a maximum of $50,000, related to outplacement services for the Executive, the provider of which shall be selected by the Executive in his or her sole discretion. This amount shall be paid directly to the provider of such services but only with respect to services rendered prior to the last day of the second calendar year following the calendar year in which the Executive' s termination date occurs. The Company shall pay such expenses within 90 days of the date of receipt of an invoice for such services, but in no event later than the end of the third calendar year following the calendar year in which the Executive' s termination date occurs.

(b) Voluntary Termination. If, at any time during the 30-day period (the "Window Period") beginning on the first anniversary of the Change in Control (e.g., if a Change in Control occurs January 31, 2012, the period beginning February 1, 2013 and ending March 2, 2013; if it occurs February 17, 2012, the period beginning February 18, 2013 and ending March 20, 2013), the Executive terminates his or her employment with the Company for any reason, the Executive shall be entitled to receive the same payments and benefits as set forth in Sections 2(a)(i) through 2(a)(v) hereof, at the time specified therein. For the avoidance of doubt, should the Executive voluntarily terminate employment other than for Good Reason prior to the first anniversary of the Change in Control, the Executive shall not have any right to receive any of the benefits or payments set forth in Section 2(a)(i) through Section 2(a)(v) hereof. The Executive may provide notice of a voluntary termination of employment with effectiveness during the Window Period at any time prior to the end of the Window Period, including prior to the commencement of the Window Period.

(c) Accelerated Vesting. All of the Executive' s unvested awards under the Company' s stock award plans shall automatically and immediately vest in full upon the occurrence of a Change in Control.

(d) No Duplication; Other Severance Pay. There shall be no duplication of severance pay in any manner. In this regard, the Executive shall not be entitled to Termination Pay hereunder for more than one position with the Company and its Affiliates. If the Executive is entitled to any notice or payment in lieu of any notice of termination of employment required by Federal, state or local law, including but not limited to the Worker Adjustment and Retraining Notification Act, the severance compensation to which the Executive would otherwise be entitled under this Agreement shall be reduced by the amount of any such payment in lieu of notice. If Executive is entitled to any severance or termination payments (but excluding retirement and similar benefits) under any employment or other agreement (other than any stock award or stock option agreements) with the Company or any of its Affiliates, the severance compensation payable under any such plan, program, arrangement or agreement shall be deemed to satisfy, to the extent of such payment, the obligations to the Executive in respect of Termination Pay. Except as set forth in the immediately preceding sentence, the foregoing payments and benefits shall be in addition to and not in lieu of any payments or benefits to which the Executive and his or her dependents may otherwise be entitled to under the Company' s compensation and employee benefit plans. Subject to subparagraph 1(c) of the definition of Good Reason, nothing herein shall be deemed to restrict the right of the Company from amending or terminating any such plan in a manner generally applicable to similarly situated active employees of the Company and its Affiliates, in which event the Executive shall be entitled to participate on the same basis (including payment of applicable contributions) as similarly situated active executives of the Company and its Affiliates.

(e) Mutual Release. Termination Pay shall be conditioned upon the execution by the Executive within 60 (sixty) days after the Executive' s termination of employment of a valid release prepared by the Company pursuant to which the Executive shall release the Company, to the maximum extent permitted by law, from any and all claims the Executive may have against the Company that relate to or arise out of the employment or termination of employment of the Executive, except such claims arising under this Agreement, any employee benefit plan, or any other written plan or agreement (a "Release"). The full amount of Termination Pay shall be paid in a lump sum in cash to the Executive within ten (10) days following receipt by the Company of a properly executed Release (which, if revocable, has not been revoked) by the Executive. In addition, if the Executive shall timely deliver (and shall not have revoked) the Release, the Company shall simultaneously with the payment of Termination Pay execute a release of all claims it may have against the Executive arising out of the Executive' s employment, other than claims arising under this Agreement or otherwise relating to covenants and obligations of the Executive intended to continue following the Executive' s termination of employment.

3. Excise Taxes. Notwithstanding anything to the contrary contained in this Agreement, if the Company reasonably determines that the termination benefits payable to the Executive pursuant to this Agreement or any other agreement or arrangement between the Company and the Executive would constitute a "parachute payment" within the meaning of Section 280G of the Code and subject the Executive to an excise tax under Section 4999 of the Code, then the amount of the termination benefits payable hereunder shall be limited such that the Executive' s net payment received on an after-tax basis is $1 less than the amount at which the payment would be subject to the excise tax under Section 4999 of the Code. Any reduction in the amount of the termination benefits payable hereunder shall be debited, in order, from the amounts payable under Section 2(a)(ii), then 2(a)(iii) and then 2(a)(iv).

4. Certain Covenants by the Executive.

(a) Delivery of Confidential Information to Executive. Executive acknowledges that (i) the Company is engaged in a continuous program of research, development and production respecting its business (the foregoing, together with any other businesses in which the Company engages from the date hereof to the date of the termination of Executive' s employment with the Company and its Subsidiaries as the "Company Business"); (ii) Executive' s work for and position with the Company and/or one of its Subsidiaries has allowed Executive, and will continue to allow Executive, access to trade secrets of, and Confidential Information concerning, the Company; and (iii) the agreements and covenants contained in this Agreement are necessary and essential to protect the business, goodwill, and customer relationships that Company and its Subsidiaries have expended significant resources to develop. Each of the parties hereby agrees and acknowledges that, on or following the date hereof, the Company has provided, or will provide, and the Executive has received, or will receive, one or more of the following: authorization to (x) access Confidential Information through a new computer password or by other means, (y) represent the Company in communications with customers and other third parties to promote the goodwill of the business in accordance with generally applicable Company policies or (z) access to participate in certain restricted access meetings, conferences or training relating to Executive' s position with the Company. Executive understands and agrees that if Confidential Information were used in competition against the Company, the Company would experience serious harm and the competitor would have a unique advantage against the Company.

(b) Covenant Not to Compete or Solicit. In consideration of the payments made to the Executive pursuant to this Agreement and in consideration of the delivery of Confidential Information by the Company as described and in this Section 4, the Executive hereby agrees that, during the term of his or her employment with the Company or any of its Affiliates and for a period of two years thereafter, he or she will not, directly or indirectly, individually or on behalf of any person or entity other than the Company or any of its Affiliates:

(i) Become associated with (as defined below) any company or business (other than the Company or any Affiliate of the Company) engaged primarily in the manufacture, distribution, sale or marketing of any of the Relevant Products (as defined below) in any geographical area in which the Company or any of its Affiliates operates;

(ii) Approach, consult, solicit business from, or contact or otherwise communicate, directly or indirectly, in any way with any Customer (as defined below) in an attempt to (1) divert business from, or interfere with any business relationship of the Company or any of its Affiliates, or (2) convince any Customer to change or alter any of such Customer' s existing or prospective contractual terms and conditions with the Company or any of its Affiliates; or

(iii) Solicit, induce, recruit or encourage, either directly or indirectly, any employee of the Company or any of its Affiliates to leave his or her employment with the Company or any of its Affiliates, or employ or offer to employ any employee of the Company or any Subsidiary. For the purposes of this section, an employee of the Company or any Subsidiary shall be deemed to be an employee of the Company or any Subsidiary while employed by the Company and for a period of 60 days thereafter.

For purposes of this Agreement, the following terms shall have the meanings indicated:

"associated with" means to become involved or act as an owner, partner, stockholder, investor, joint venturer, lender, director, manager, officer, employee, consultant, independent contractor, representative or agent.

"Customer" means all persons or entities who purchased any Relevant Product from the Company or any of its Affiliates during the term of the Executive' s employment with the Company or any such Affiliate.

"Relevant Product(s)" means (i) milk and milk-based beverages, (ii) creams and creamers, (iii) ice cream and ice cream novelties, (iv) ice cream mix, and (v) cultured dairy products.

Notwithstanding the foregoing, the Executive is not prohibited from owning, either of record or beneficially, not more than five percent (5%) of the shares or other equity of any publicly traded company. The provisions of this Section 4(a) are not intended to override, supercede, reduce, modify or affect in any manner any other non-competition or non-solicitation agreement between the Executive and the Company or any of its Affiliates. Any such covenant or agreement shall remain in full force and effect in accordance with its terms. The Company will be entitled to injunctive and other relief to prevent or enjoin any violation of the provisions of this Agreement.

(c) Protection of Confidential Information. The Executive agrees that he or she will not at any time during or following his or her employment by the Company, without the Company' s prior written consent, divulge any Confidential Information to any other person or entity or use any Confidential Information for his or her own benefit. Upon termination of employment, for any reason whatsoever, regardless of whether either party may be at fault, the Executive will return to the Company all physical Confidential Information in the Executive' s possession.

(d) Nondisclosure of Agreement. The Executive agrees, at all times during his or her employment by the Company, not to disclose or discuss in any manner (whether to individuals inside or outside the Company), the existence or terms of, this Agreement without the prior written consent of the Company, except to the extent required by law.

(e) Nondisparagement. The Executive and the Company agree that, for so long as the Executive remains employed by the Company, and for a period of two years following the termination of the Executive' s employment, neither the Executive nor the Company will make or authorize any public statement, whether orally or in writing, that disparages the other party hereto with respect to such other party' s business interests or practices; provided, that neither party shall be restricted in connection with statements made in context of any litigation, arbitration or similar proceeding involving the other party hereto.

(f) Extent of Restrictions. The Executive acknowledges that the restrictions contained in this Section 4 correctly set forth the understanding of the parties at the time this Agreement is entered into, are reasonable and necessary to protect the legitimate interests of the Company, and that any violation will cause substantial injury to the Company. In the event of any such violation, the Company shall be entitled, in addition to any other remedy, to preliminary or permanent injunctive relief. If any court having jurisdiction shall find that any part of the restrictions set forth in this Agreement are unreasonable in any respect, it is the intent of the parties that the restrictions set forth herein shall not be terminated, but that this Agreement shall remain in full force and effect to the extent (as to time periods and other relevant factors) that the court shall find reasonable.

5. Tax Withholding. All payments to the Executive under this Agreement will be subject to the withholding of all applicable employment and income taxes.

6. Severability. In the event that any provision or portion of this Agreement shall be determined to be invalid or unenforceable for any reason, the remaining provisions of this Agreement shall be unaffected thereby and shall remain in full force and effect.

7. Successors. This Agreement shall be binding upon and inure to the benefit of the Company and any successor of the Company. The Company will require any successor to all or substantially all of the business and/or assets of the Company to expressly assume and agree to perform this Agreement in the same manner and to the same extent that the Company would be required to perform if no succession had taken place.

8. Entire Agreement. By executing this Agreement, the Executive agrees that any and all agreements executed between the Company (or any subsidiary of the Company or any predecessor of the Company or any subsidiary of the Company) and the Executive prior to the date hereof regarding benefits resulting from a Change in Control are hereby nullified and cancelled in their entirety, and this Agreement shall substitute for and fully replace any such prior agreements. This Agreement shall constitute the entire agreement between the parties hereto with respect to the subject matter hereof. This Agreement may not be modified in any manner except by a written instrument signed by both the Company and the Executive.

9. Termination of Employment. For all purposes under this Agreement, the Executive shall not have a "termination of employment" (and corollary terms) from the Company unless and until the Executive has a "separation from service" (as determined under Treas. Reg. Section 1.409A-1(h), as uniformly applied in accordance with such rules as shall be established by the Company) from time to time by the Company.

10. Notices. Any notice required under this Agreement shall be in writing and shall be delivered by certified mail return receipt requested to each of the parties as follows:

To the Executive:

«Executive»
«Address1»
«Address2»

To the Company:

DEAN FOODS COMPANY
2711 N. Haskell Ave., Suite 3400
Dallas, TX 75204
Attn.: General Counsel
Tel.: 214-303-3400
Fax: 214-303-3499

11. Governing Law. The provisions of this Agreement shall be construed in accordance of the laws of the State of Delaware, except to the extent preempted by ERISA or other federal laws, as applicable, without reference to the conflicts of laws provisions thereof.

IN WITNESS WHEREOF, the Executive and the Company have executed this Agreement as of the date and year first above written.

DEAN FOODS COMPANY

____

Name: Thomas Zanetich

Title: Executive Vice President, Human Resources

____

«Executive»

Exhibit 10.11

CHANGE IN CONTROL AGREEMENT

THIS CHANGE IN CONTROL AGREEMENT (this "Agreement") is entered into effective as of **, by and between DEAN FOODS COMPANY**, a Delaware corporation (together with its subsidiaries, the "Company"), and "Executive" (the "Executive").

RECITALS

A. The Board of Directors of the Company (the "Board") has determined that the interests of the Company would be advanced by providing the key executives of the Company with certain benefits in the event of the termination of employment of any such executive in connection with or following a Change in Control (as hereafter defined).

B. The Board believes that such benefits enable the Company to continue to attract and retain competent and qualified executives, assure continuity and cooperation of management and encourage such executives to diligently perform their duties without personal financial concerns, thereby enhancing shareholder value and ensuring a smooth transition.

AGREEMENTS

NOW, THEREFORE, for good and valuable consideration, including the mutual covenants set forth herein, the parties hereto agree as follows:

1. **Definitions**. The following terms shall have the following meanings for purposes of this Agreement.

"**Affiliate**" means any entity controlled by, controlling or under common control with, a person or entity.

"**Annual Pay**" means the sum of (i) an amount equal to the annual base salary rate payable to the Executive by the Company at the time of termination of his or her employment plus (ii) an amount equal to the target bonus established for the Executive for the Company' s fiscal year in which his or her termination of employment occurs, but in either case, without giving effect to any reduction therein occurring following a Change in Control.

"**Cause**" means the Executive' s (i) willful and intentional material breach of this Agreement, (ii) willful and intentional misconduct or gross negligence in the performance of, or willful neglect of, the Executive' s duties, which has caused material injury (monetary or otherwise) to the Company, or (iii) conviction of, or plea of nolo contendere to, a felony; provided, however, that no act or omission shall constitute "Cause" for purposes of this Agreement unless the Board or the Chairman of the Board provides to the Executive (a) written notice clearly and fully describing the particular acts or omissions which the Board or the Chairman of the Board reasonably believes in good faith constitutes "Cause" and (b) an opportunity, within thirty (30) days following his or her receipt of such notice, to meet in person with the Board or the Chairman of the Board to explain or defend the alleged acts or omissions relied upon by the Board and, to the extent practicable, to cure such acts or omissions. Further, no act or omission shall be considered as "willful" or "intentional" if the Executive reasonably believed such acts or omissions were in the best interests of the Company.

"**Change in Control**" means (1) any "person" (as such term is used in Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), but specifically excluding the Company, any wholly-owned subsidiary of the Company and/or any employee benefit plan maintained by the Company or any wholly-owned subsidiary of the Company) becomes the "beneficial owner" (as determined pursuant to Rule 13d-3 under the Exchange Act), directly or indirectly, of securities of the Company representing thirty percent (30%) or more of the combined voting power of the Company' s then outstanding securities; or (2) individuals who currently serve on the Board, or whose election to the Board or nomination for election to the Board was approved by a vote of at least two-thirds (2/3) of the directors who either currently serve on the Board, or whose election or nomination for election was previously so approved, cease for any reason to constitute a majority of the Board; or (3) the Company or any subsidiary of the Company shall merge with or consolidate into any other corporation, other than a merger or consolidation which would result in the holders of the voting securities of the Company outstanding immediately prior thereto holding immediately thereafter securities representing more than sixty percent (60%) of the combined voting power of the voting securities of the Company or such surviving entity (or its ultimate parent, if applicable) outstanding immediately after such merger or consolidation; or (4) the stockholders of the Company approve a plan of complete liquidation of the Company or an agreement for the sale or disposition by the Company of all or substantially all of the Company' s assets, or such a plan is commenced.

"**Code**" means the Internal Revenue Code of 1986, as amended.

"**Confidential Information**" means all information, whether oral or written, previously or hereafter developed, acquired or used by the Company or its subsidiaries and relating to the business of the Company and its subsidiaries that is not generally known to others in the Company' s area of business, including without limitation trade secrets, methods or practices developed by the Company or any of its subsidiaries, financial results or plans, customer or client lists, personnel information, information relating to negotiations with clients or prospective clients, proprietary software, databases, programming or data transmission methods, or copyrighted materials (including without limitation, brochures, layouts, letters, art work, copy, photographs or illustrations). It is expressly understood that the foregoing list shall be illustrative only and is not intended to be an exclusive or exhaustive list of "Confidential Information."

"**Good Reason**" means any of the following events occurring, without the Executive' s prior written consent specifically referring to this Agreement, within two (2) years following a Change in Control:

(1) (A) Any material reduction in the amount of the Executive' s Annual Pay, (B) any material reduction in the amount of Executive' s other incentive compensation opportunities, or (C) any material reduction in the aggregate value of the Executive' s

benefits as in effect from time to time (unless in the case of either B or C, such reduction is pursuant to a general change in compensation or benefits applicable to all similarly situated employees of the Company and its Affiliates);

(2)(A) the removal of the Executive from the Executive' s position held by him or her immediately prior to the Change in Control, or (B) any other significant reduction in the nature or status of the Executive' s duties or responsibilities;

(3) transfer of the Executive' s principal place of employment to a metropolitan area other than that of the Executive' s place of employment immediately prior to the Change in Control; or

(4) failure by the Company to obtain the assumption agreement referred to in Section 7 of this Agreement prior to the effectiveness of any succession referred to therein, unless the purchaser, successor or assignee referred to therein is bound to perform this Agreement by operation of law.

In order for a termination by the Executive to constitute a termination for Good Reason, (i) the Executive must notify the Company of the circumstances claimed to constitute Good Reason in writing not later than the 90th day after it has arisen or occurred, (ii) the Company must not have cured such circumstances within 30 days of receipt of the notice and (iii) the Executive must actually terminate employment on or before the 24^{th} month anniversary of the Change in Control.

"**Termination Pay**" means a payment made by the Company to the Executive pursuant to Section 2(a) (ii).

2. Change in Control Termination Payment and Benefits.

(a) Involuntary or Constructive Termination. In the event that the Executive' s employment with the Company or its successor is terminated by the Company or its successor without Cause or by the Executive for Good Reason in connection with or within two years after a Change in Control, the Executive shall be entitled to the following payments and other benefits:

(i) The Company shall pay to the Executive a cash payment in an amount equal to the sum of (A) the Executive' s accrued and unpaid salary as of his or her date of termination of employment, plus (B) his or her accrued and unpaid bonus, if any, for the Company' s prior fiscal year, plus (C) an amount equal to the greater of the following, paid on a pro rata basis for the portion of the year between January 1 and the date of the Executive' s termination of employment: (x) Executive' s target bonus for the year of termination, or (y) the actual bonus to which the Executive would be entitled in the year of termination, if calculable at the date of termination, plus (D) reimbursement for all unreimbursed expenses reasonably and necessarily incurred by the Executive (in accordance with Company policy) in connection with the business of the Company prior to termination and since the beginning of the calendar year prior to the date of termination. This amount shall be paid within five (5) business days of the date of the Executive' s termination of employment.

(ii) The Company shall pay to the Executive a cash payment in an amount equal to two (2) times the Executive' s Annual Pay. This amount shall be paid by the Company in accordance with Section 2(d) hereof.

(iii) The Company shall pay to the Executive a cash payment in an amount equal to the sum of (A) the Executive' s unvested account balance under the Company' s 401(k) plan, if any, and (B) two (2) times the amount of the aggregate matching contributions payable in respect of Executive' s contributions into the Executive' s 401(k) account for the last completed calendar year (which, for this purpose, shall be annualized if the Executive was not eligible to participate in such 401(k) plan for the entire calendar year). This amount shall be paid within 60 days after the date of the Executive' s termination of employment.

(iv) The Executive and his or her eligible dependents shall be entitled for a period of two (2) years following his or her date of termination of employment to continued coverage, on the same basis as similarly situated active employees, under the Company' s group health, dental, long-term disability and life insurance plans as in effect from time to time (but not any other welfare benefit plans or any retirement plans); provided that coverage under any particular benefit plan shall expire with respect to the period after the Executive becomes covered under another employer' s plan providing for a similar type of benefit. In the event the Company is unable to provide such coverage on account of any limitations under the terms of any applicable contract with an insurance carrier or third party administrator, the Company shall pay the Executive an amount equal to the cost to the Company of providing such coverage within 60 days after the date of the Executive' s termination of employment. To the extent that Company' s group health or dental benefits are self-insured, then in addition to any other limitation provided here, the period of coverage provided by this Section 2(a)(iv) under the self-insured health or dental plan shall not exceed the period of time during which the Executive would be entitled to receive continuation coverage under a group health plan under section 4980B (COBRA) if the Executive had elected such coverage and paid such premiums. To the extent that the immediately preceding sentence applies, the Company shall pay the Executive an amount equal to the cost of such COBRA coverage for a period equal to the excess of (i) 24 months minus (ii) the number of months of COBRA coverage initially available to the Executive, as determined in good faith by the Company, with such payment to be made within 60 days after the date of the Executive' s termination of employment.

(v) The Company shall pay all costs and expenses, up to a maximum of $25,000, related to outplacement services for the Executive, the provider of which shall be selected by the Executive in his or her sole discretion. This amount shall be paid directly to the provider of such services but only with respect to services rendered prior to the last day of the second calendar year following the calendar year in which the Executive' s termination date occurs. The Company shall pay such expenses within 90 days of the date of receipt of an invoice for such services, but in no event later than the end of the third calendar year following the calendar year in which the Executive' s termination date occurs.

(b) Accelerated Vesting. All of the Executive' s unvested awards under the Company' s stock award plans shall automatically and immediately vest in full upon the occurrence of a Change in Control.

(c) No Duplication; Other Severance Pay. There shall be no duplication of severance pay in any manner. In this regard, the Executive shall not be entitled to Termination Pay hereunder for more than one position with the Company and its Affiliates. If the Executive is entitled to any notice or payment in lieu of any notice of termination of employment required by Federal, state or local law, including but not limited to the Worker Adjustment and Retraining Notification Act, the severance compensation to which the Executive would otherwise be entitled under this Agreement shall be reduced by the amount of any such payment in lieu of notice. If Executive is entitled to any severance or termination payments (but excluding retirement and similar benefits) under any employment or other agreement (other than any stock award or stock option agreements) with the Company or any of its Affiliates, the severance compensation payable under any such plan, program, arrangement or agreement shall be deemed to satisfy, to the extent of such payment, the obligations to the Executive in respect of Termination Pay. Except as set forth in the immediately preceding sentence, the foregoing payments and benefits shall be in addition to and not in lieu of any payments or benefits to which the Executive and his or her dependents may otherwise be entitled to under the Company' s compensation and employee benefit plans. Subject to subparagraph 1(c) of the definition of Good Reason, nothing herein shall be deemed to restrict the right of the Company from amending or terminating any such plan in a manner generally applicable to similarly situated active employees of the Company and its Affiliates, in which event the Executive shall be entitled to participate on the same basis (including payment of applicable contributions) as similarly situated active executives of the Company and its Affiliates.

(d) Mutual Release. Termination Pay shall be conditioned upon the execution by the Executive within 60 (sixty) days after the Executive' s termination of employment of a valid release prepared by the Company pursuant to which the Executive shall release the Company, to the maximum extent permitted by law, from any and all claims the Executive may have against the Company that relate to or arise out of the employment or termination of employment of the Executive, except such claims arising under this Agreement, any employee benefit plan, or any other written plan or agreement (a "Release"). The full amount of Termination Pay shall be paid in a lump sum in cash to the Executive within ten (10) days following receipt by the Company of a properly executed Release (which, if revocable, has not been revoked) by the Executive. In addition, if the Executive shall timely deliver (and shall not have revoked) the Release, the Company shall simultaneously with the payment of Termination Pay execute a release of all claims it may have against the Executive arising out of the Executive' s employment, other than claims arising under this Agreement or otherwise relating to covenants and obligations of the Executive intended to continue following the Executive' s termination of employment.

3. Excise Taxes. Notwithstanding anything to the contrary contained in this Agreement, if the Company reasonably determines that the termination benefits payable to the Executive pursuant to this Agreement or any other agreement or arrangement between the Company and the Executive would constitute a "parachute payment" within the meaning of Section 280G of the Code and subject the Executive to an excise tax under Section 4999 of the Code, then the amount of the termination benefits payable hereunder shall be limited such that the Executive's net payment received on an after-tax basis is $1 less than the amount at which the payment would be subject to the excise tax under Section 4999 of the Code. Any reduction in the amount of the termination benefits payable hereunder shall be debited, in order, from the amounts payable under Section 2(a)(ii), then 2(a)(iii) and then 2(a)(iv).

4. Certain Covenants by the Executive.

(a) Delivery of Confidential Information to Executive. Executive acknowledges that (i) the Company is engaged in a continuous program of research, development and production respecting its business (the foregoing, together with any other businesses in which the Company engages from the date hereof to the date of the termination of Executive's employment with the Company and its Subsidiaries as the "Company Business"); (ii) Executive's work for and position with the Company and/or one of its Subsidiaries has allowed Executive, and will continue to allow Executive, access to trade secrets of, and Confidential Information concerning, the Company; and (iii) the agreements and covenants contained in this Agreement are necessary and essential to protect the business, goodwill, and customer relationships that Company and its Subsidiaries have expended significant resources to develop. Each of the parties hereby agrees and acknowledges that, on or following the date hereof, the Company has provided, or will provide, and the Executive has received, or will receive, one or more of the following: authorization to (x) access Confidential Information through a new computer password or by other means, (y) represent the Company in communications with customers and other third parties to promote the goodwill of the business in accordance with generally applicable Company policies or (z) access to participate in certain restricted access meetings, conferences or training relating to Executive's position with the Company. Executive understands and agrees that if Confidential Information were used in competition against the Company, the Company would experience serious harm and the competitor would have a unique advantage against the Company.

(b) Covenant Not to Compete or Solicit. In consideration of the payments to be made to the Executive pursuant to this Agreement and in consideration of the delivery of Confidential Information by the Company as described and in this Section 4, the Executive hereby agrees that, during the term of his or her employment with the Company or any of its Affiliates and for a period of two years thereafter, he or she will not, directly or indirectly, individually or on behalf of any person or entity other than the Company or any of its Affiliates:

(i) Become associated with (as defined below) any company or business (other than the Company or any Affiliate of the Company) engaged primarily in the manufacture, distribution, sale or marketing of any of the Relevant Products (as defined below) in any geographical area in which the Company or any of its Affiliates operates;

(ii) Approach, consult, solicit business from, or contact or otherwise communicate, directly or indirectly, in any way with any Customer (as defined below) in an attempt to (1) divert business from, or interfere with any business relationship of the Company or any of its Affiliates, or (2) convince any Customer to change or alter any of such Customer' s existing or prospective contractual terms and conditions with the Company or any of its Affiliates; or

(iii) Solicit, induce, recruit or encourage, either directly or indirectly, any employee of the Company or any of its Affiliates to leave his or her employment with the Company or any of its Affiliates, or employ or offer to employ any employee of the Company or any of its Affiliates. For the purposes of this section, an employee of the Company or any of its Affiliates shall be deemed to be an employee of the Company or any such Affiliate while employed by the Company or such Affiliate and for a period of 60 days thereafter.

For purposes of this Agreement, the following terms shall have the meanings indicated:

"associated with" means to become involved or act as an owner, partner, stockholder, investor, joint venturer, lender, director, manager, officer, employee, consultant, independent contractor, representative or agent.

"Customer" means all persons or entities who purchased any Relevant Product from the Company or any of its Affiliates during the term of the Executive' s employment with the Company or any such Affiliate.

"Relevant Product(s)" means (i) milk and milk-based beverages, (ii) creams and creamers, (iii) ice cream and ice cream novelties, (iv) ice cream mix, and (v) cultured dairy products.

Notwithstanding the foregoing, the Executive is not prohibited from owning, either of record or beneficially, not more than five percent (5%) of the shares or other equity of any publicly traded company. The provisions of this Section 4(a) are not intended to override, supercede, reduce, modify or affect in any manner any other non-competition or non-solicitation agreement between the Executive and the Company or any of its Affiliates. Any such covenant or agreement shall remain in full force and effect in accordance with its terms. The Company will be entitled to injunctive and other relief to prevent or enjoin any violation of the provisions of this Agreement.

(c) Protection of Confidential Information. The Executive agrees that he or she will not at any time during or following his or her employment by the Company, without the Company' s prior written consent, divulge any Confidential Information to any other person or entity or use any Confidential Information for his or her own benefit. Upon termination of employment, for any reason whatsoever, regardless of whether either party may be at fault, the Executive will return to the Company all physical Confidential Information in the Executive' s possession.

(d) Nondisclosure of Agreement. The Executive agrees, at all times during his or her employment by the Company, not to disclose or discuss in any manner (whether to individuals inside or outside the Company), the existence or terms of, this Agreement without the prior written consent of the Company, except to the extent required by law.

(e) Nondisparagement. The Executive and the Company agree that, for so long as the Executive remains employed by the Company, and for a period of two years following the termination of the Executive' s employment, neither the Executive nor the Company will make or authorize any public statement, whether orally or in writing, that disparages the other party hereto with respect to such other party' s business interests or practices; provided, that neither party shall be restricted in connection with statements made in context of any litigation, arbitration or similar proceeding involving the other party hereto.

(f) Extent of Restrictions. The Executive acknowledges that he or she has given careful consideration to the restraints imposed by this Section 4 and he or she fully agrees that the restrictions contained in this Section 4 correctly set forth the understanding of the parties at the time this Agreement is entered into, are reasonable and necessary to protect the legitimate interests of the Company, and that any violation will cause substantial injury to the Company. In the event of any such violation, the Company shall be entitled, in addition to any other remedy, to preliminary or permanent injunctive relief. If any court having jurisdiction shall find that any part of the restrictions set forth in this Agreement are unreasonable in any respect, it is the intent of the parties that the restrictions set forth herein shall not be terminated, but that this Agreement shall remain in full force and effect to the extent (as to time periods and other relevant factors) that the court shall find reasonable.

5. Tax Withholding. All payments to the Executive under this Agreement will be subject to the withholding of all applicable employment and income taxes.

6. Severability. In the event that any provision or portion of this Agreement shall be determined to be invalid or unenforceable for any reason, the remaining provisions of this Agreement shall be unaffected thereby and shall remain in full force and effect.

7. Successors. This Agreement shall be binding upon and inure to the benefit of the Company and any successor of the Company. The Company will require any successor to all or substantially all of the business and/or assets of the Company to expressly assume and agree to perform this Agreement in the same manner and to the same extent that the Company would be required to perform if no succession had taken place.

8. Entire Agreement. By executing this Agreement, the Executive agrees that any and all agreements executed between the Company (or any subsidiary of the Company or any predecessor of the Company or any subsidiary) and the Executive prior to the date hereof regarding benefits resulting from a Change in Control are hereby nullified and cancelled in their entirety, and this Agreement shall substitute for and fully replace any such prior agreements. This Agreement shall constitute the entire agreement between the parties hereto with respect to the subject matter hereof. This Agreement may not be modified in any manner except by a written instrument signed by both the Company and the Executive.

9. Termination of Employment. For all purposes under this Agreement, the Executive shall not have a "termination of employment" (and corollary terms) from the Company unless and until the Executive has a "separation from service" (as determined under Treas. Reg. Section 1.409A-1(h), as uniformly applied in accordance with such rules as shall be established by the Company) from time to time by the Company.

10. Notices. Any notice required under this Agreement shall be in writing and shall be delivered by certified mail return receipt requested to each of the parties as follows:

To the Executive:

Executive
Address
Address

To the Company:

DEAN FOODS COMPANY
2711 N. Haskell Ave., Suite 3400
Dallas, Texas 75204
Attn.: General Counsel
Tel.: 214-303-3400
Fax: 214-303-3499

11. Governing Law. The provisions of this Agreement shall be construed in accordance of the laws of the State of Delaware, except to the extent preempted by ERISA or other federal laws, as applicable, without reference to the conflicts of laws provisions thereof.

IN WITNESS WHEREOF, the Executive and the Company have executed this Agreement as of the date and year first above written.

DEAN FOODS COMPANY

____

Name: Thomas Zanetich
Title: Executive Vice President, Human Resources

____

Executive

EXHIBIT 12

DEAN FOODS COMPANY
COMPUTATION OF EARNINGS TO FIXED CHARGES

Computation of Ratio of Earnings to Fixed Charges for the Years Ended December 31, 2011, 2010, 2009, 2008 and 2007

	Year Ended December 31				
	2011	2010	2009	2008	2007
			(In thousands)		
Income (loss) from continuing operations before income taxes	$(2,052,598)	$151,222	$380,465	$296,217	$210,229
Fixed charges:					
Interest expense	252,951	248,301	246,510	308,178	333,328
Portion of rentals (33%)	48,379	52,828	52,800	49,107	44,546
Capitalized interest	1,541	1,418	1,676	2,803	2,012
Total fixed charges	302,871	302,547	300,986	360,088	379,886
Income (loss) from continuing operations before income taxes and fixed charges less capitalized interest and equity in earnings of unconsolidated affiliates	$(1,751,268)	$452,351	$679,775	$653,502	$588,103
Ratio of earnings to fixed charges	−	1.50x	2.26x	1.81x	1.55x
Deficiency in the coverage of earnings to fixed charges	$(1,751,268)	$−	$−	$−	$−

EXHIBIT 21

Subsidiaries of Dean Foods Company
As of December 31, 2011

Legal Name	Jurisdiction of Organization	Owner	% Ownership
Alta-Dena Certified Dairy, LLC	DE	Dean West, II, LLC	100.00%
Azuis Holding B.V.	Netherlands	Dean International Holding Company	100.00%
Alpro GmbH	Germany	Alpro European Holdings, Sarl	100.00%
Alpro Comm.VA	Belgium	Dean Foods European Holdings, Sarl.	>99%
		Alpro Holdings, BVBA	<1%
Alpro European Holdings, Sarl	Luxembourg	Alpro Comm.VA	100.00%
Alpro Holdings, BVBA	Belgium	Dean Foods European Holdings, Sarl.	>99%
		WhiteWave European Partners, SCS	<1%
Alpro Soja Nederland BV	Netherlands	Alpro Comm.VA	100.00%
Alpro (UK) Limited	United Kingdom	Alpro European Holdings, Sarl	100.00%
Berkeley Farms, LLC	CA	Dean West II, LLC	100.00%
Biofun BVBA	Belgium	Alpro Comm.VA	100.00%
Country Fresh, LLC	MI	Dean East, LLC	100.00%
Dairy Group Receivables GP II, LLC	DE	Dean Dairy Holdings, LLC	100.00%
Dairy Group Receivables GP, LLC	DE	Suiza Dairy Group, LLC	100.00%
Dairy Group Receivables II, L.P.	DE	Dean Dairy Holdings, LLC	99.90%
		Dairy Group Receivables GP, LLC	00.10%
Dairy Group Receivables, L.P.	DE	Suiza Dairy Group, LLC	99.90%
		Dairy Group Receivables GP, II, LLC	00.10%
Dairy Information Systems Holdings, LLC	DE	Suiza Dairy Group, LLC	100.00%
Dairy Information Systems, LLC	DE	Dairy Information Systems Holdings, LLC	100.00%
Dean Dairy Holdings, LLC	DE	Dean Holding Company	100.00%
Dean East II, LLC	DE	Dean Dairy Holdings, LLC	100.00%
Dean East, LLC	DE	Suiza Dairy Group, LLC	100.00%
Dean Foods European Holdings, Sarl.	Luxembourg	WhiteWave European Partners, SCS	100.00%
Dean Foods North Central, LLC	DE	Dean East II, LLC	100.00%
Dean Foods of Southern California, LLC	DE	Suiza Dairy Group, LLC	100.00%
Dean Foods of Wisconsin, LLC	DE	Suiza Dairy Group, LLC	100.00%
Dean Holding Company	WI	Dean Foods Company	100.00%
Dean Intellectual Property Services II, Inc.	DE	DIPS Limited Partner II	100.00%
Dean Intellectual Property Services, Inc.	DE	Suiza Dairy Group, LLC	100.00%
Dean International Holding Company	DE	Dean Foods Company	100.00%
Dean Management Corporation	DE	Dean Foods Company	100.00%
Dean Puerto Rico Holdings, LLC	DE	Dean Foods Company	100.00%
Dean Services, LLC	DE	Dean Management Corporation	100.00%
Dean Transportation, Inc.	OH	Dean Dairy Holdings, LLC	100.00%
Dean West II, LLC	DE	Dean Dairy Holdings, LLC	100.00%
Dean West, LLC	DE	Suiza Dairy Group, LLC	100.00%
DFC Energy Partners, LLC	DE	Dean Foods Company	100.00%
DGI Ventures, Inc.	DE	Dean Foods Company	100.00%
DIPS Limited Partner II	DE	Dean Holding Company	100.00%
Franklin Holdings, Inc.	DE	Dean Foods Company	100.00%

Franklin Plastics, Inc	DE	Franklin Holdings, Inc.	99.50%
Fresh Dairy Delivery, LLC	DE	Dean Transportation, Inc.	100.00%
Friendship Dairies, LLC	DE	Morningstar Foods, LLC	100.00%
Gandy’ s Dairies, LLC	DE	Dean West II, LLC	100.00%
Garelick Farms, LLC	DE	Dean East, LLC	100.00%
Horizon Organic Dairy Limited	United Kingdom	Horizon Organic International, Inc.	100.00%
Horizon Organic Dairy, LLC	DE	WhiteWave Foods Company	100.00%
Horizon Organic International, Inc.	DE	WhiteWave Foods Company	100.00%
Importadora y Distribuidora Dean Foods, S.A. de C.V.	Mexico	Tenedora Dean Foods Internacional, S.A. de C.V.	99.98%
		Dean Dairy Holdings, LLC	0.02%
Kohler Mix Specialties of Minnesota, LLC	DE	Marathon Dairy Investment Corp.	15.0%
		Morningstar Foods, LLC	85.0%
Kohler Mix Specialties, LLC	DE	Marathon Dairy Investment Corp.	05.0%
		Morningstar Foods, LLC	95.0%
Land-O-Sun Dairies, LLC	DE	Dean East, LLC	80.0%
		Dean Foods Company	20.0%
Marathon Dairy Investment Corp.	MN	Morningstar Foods, LLC	100.00%
Mayfield Dairy Farms, LLC	DE	Dean East II, LLC	100.00%
Meadow Farms Limited	United Kingdom	Horizon Organic Dairy Limited	100.00%
Midwest Ice Cream Company, LLC	DE	Dean East II, LLC	100.00%
Model Dairy, LLC	DE	Dean West, LLC	100.00%
Morningstar Foods, LLC	DE	Suiza Dairy Group, LLC	100.00%
Morningstar Receivables GP, LLC	DE	Morningstar Foods, LLC	100.00%
Morningstar Receivables, L.P.	DE	Morningstar Foods, LLC	99.90%
		Morningstar Receivables GP, LLC	0.10%
RDairy Holding Limited	United Kingdom	Horizon Organic Dairy Limited	100.00%
Reeves Street, LLC	DE	Dean Management Corporation	100.00%
Reiter Dairy, LLC	DE	Dean East II, LLC	100.00%
Sampson Ventures, LLC	DE	Suiza Dairy Group, LLC	100.00%
Shenandoah’ s Pride, LLC	DE	Garelick Farms, LLC	100.00%
Sofine Foods BV	Netherlands	Alpro Comm.VA	100.00%
Sojinal SAS	France	Alpro Comm.VA	100.00%
Southern Foods Group, LLC	DE	Dean West, LLC	100.00%
Suiza Dairy Group, LLC	DE	Dean Foods Company	100.00%
Tenedora Dean Foods Internacional, S.A. de C.V.	Mexico	Dean West II, LLC	99.98%
		Dean Holding Company	0.02%
Tuscan/Lehigh Dairies, Inc.	DE	Garelick Farms, LLC	100.00%
Verifine Dairy Products of Sheboygan, LLC	WI	Dean East II, LLC	100.00%
WhiteWave Foods Company	DE	Dean Foods Company	100.00%
WhiteWave European Partners, SCS	Luxembourg	WhiteWave International, Limited	01.0%
		WhiteWave International Holdings, Limited	99.0%
WhiteWave International, Limited	Gibraltar	Horizon Organic International, Inc.	100.00%
WhiteWave International Holdings, Limited	Gibraltar	WhiteWave International, Limited	100.00%
WhiteWave Receivables GP, LLC	DE	WhiteWave Foods Company	100.00%
WhiteWave Receivables, L.P.	DE	WhiteWave Foods Company	99.90%
		WhiteWave Receivables GP, LLC	0.10%
WhiteWave Services, Inc.	DE	WhiteWave Foods Company	100.00%

EXHIBIT 23

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement No. 333-149439 on Form S-3, and Registration Statements No. 333-145747, 333-135577, 333-68319, 333-80641, 333-28019, 333-28021, 333-41353, 333-50013, 333-55969, 333-30160, 333-42828, 333-75820, 333-103252, 333-10427, 333-161638 and 333-178426 on Form S-8 of our reports dated February 27, 2012, relating to the consolidated financial statements and financial statement schedule of Dean Foods Company and subsidiaries (the “Company”), and the effectiveness of the Company’ s internal control over financial reporting, appearing in this Annual Report on Form 10-K of Dean Foods Company for the year ended December 31, 2011.

DELOITTE & TOUCHE LLP

Dallas, Texas
February 27, 2012

EXHIBIT 31.1

CERTIFICATION

I, Gregg L. Engles, certify that:

1. I have reviewed this annual report on Form 10-K of Dean Foods Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant' s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant' s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant' s internal control over financial reporting that occurred during the registrant' s most recent fiscal quarter (the registrant' s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant' s internal control over financial reporting; and

5. The registrant' s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant' s auditors and the audit committee of the registrant' s board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant' s ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant' s internal control over financial reporting.

/s/ GREGG L. ENGLES

Chairman of the Board and
Chief Executive Officer

February 27, 2012

EXHIBIT 31.2

CERTIFICATION

I, Shaun P. Mara, certify that:

1. I have reviewed this annual report on Form 10-K of Dean Foods Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant' s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant' s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant' s internal control over financial reporting that occurred during the registrant' s most recent fiscal quarter (the registrant' s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant' s internal control over financial reporting; and

5. The registrant' s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant' s auditors and the audit committee of the registrant' s board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant' s ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant' s internal control over financial reporting.

/s/ SHAUN P. MARA

Executive Vice President and
Chief Financial Officer

February 27, 2012

EXHIBIT 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Annual Report on Form 10-K of Dean Foods Company (the "Company") for the fiscal year ended December 31, 2011, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Gregg L. Engles, Chairman of the Board and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge the Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended, and the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ GREGG L. ENGLES

Gregg L. Engles
Chairman of the Board and
Chief Executive Officer

February 27, 2012

EXHIBIT 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Annual Report on Form 10-K of Dean Foods Company (the "Company") for the fiscal year ended December 31, 2011, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Shaun P. Mara, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge the Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended, and the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ SHAUN P. MARA

Shaun P. Mara
Executive Vice President and
Chief Financial Officer

February 27, 2012

EXHIBIT 99

DEAN HOLDING COMPANY
CONSOLIDATED BALANCE SHEET INFORMATION
(Unaudited)
(In thousands)

	December 31, 2011
Assets	
Current assets:	
Cash and cash equivalents	$ 10,123
Receivables, net	324,702
Inventories	119,099
Deferred income taxes	23,594
Prepaid expenses and other current assets	5,558
Total current assets	483,076
Property, plant and equipment, net	527,227
Goodwill	46,428
Indentifiable intangible and other assets, net	186,003
Total	$ 1,242,734
Liabilities and Parent' s Net Investment	
Current liabilities:	
Accounts payable and accrued expenses	$ 220,729
Income taxes payable	2,270
Current portion of debt	12
Total current liabilities	223,011
Long-term debt	225,611
Deferred income taxes	102,982
Other long-term liabilities	45,791
Parent's net investment:	
Parent' s net investment	649,398
Accumulated other comprehensive loss	(4,059)
Total parent' s net investment	645,339
Total	$ 1,242,734

DEAN HOLDING COMPANY

CONSOLIDATED OPERATING INFORMATION

(Unaudited)

(In thousands)

	Year Ended December 31, 2011
Net sales	$ 4,213,534
Cost of sales	3,326,008
Gross profit	887,526
Operating costs and expenses:	
Selling and distribution	633,143
General and administrative	75,381
Amortization of intangibles	2,145
Facility closing and reorganization costs	709
Litigation settlement	–
Goodwill impairment	1,053,164
Other operating income	–
Total operating costs and expenses	1,764,542
Operating loss	(877,016)
Other expense:	
Interest expense	11,146
Other expense, net	76,140
Total other expense	87,286
Loss from continuing operations before income taxes	(964,302)
Income tax benefit	(64,908)
Net loss	$ (899,394)

DEAN HOLDING COMPANY

INFORMATION RELATED TO CONSOLIDATED STATEMENT OF PARENT'S NET INVESTMENT

(Unaudited)

(In thousands)

	Parent's net Investment	Accumulated Other Comprehensive Loss	Total Parent's Net Investment	Comprehensive Loss
Balance, January 1, 2011	$1,729,917	$ (2,829)	$1,727,088	
Share-based compensation expense	1,062	−	1,062	
Activity with parent	(182,187)	−	(182,187)	
Net loss	(899,394)	−	(899,394)	$ (899,394)
Other comprehensive loss				
Pension liability adjustment	−	(276)	(276)	(276)
Cumulative translation adjustment	−	(954)	(954)	(954)
Comprehensive loss				$ (900,624)
Balance, December 31, 2011	$649,398	$ (4,059)	$645,339	

DEAN HOLDINGS COMPANY
CONSOLIDATED STATEMENT OF CASH FLOWS INFORMATION
(Unaudited)
(In thousands)

	Year Ended December 31, 2011
Cash flows from operating activities:	
Net loss	$ (899,394)
Adjustments to reconcile net loss to net cash provided by operating activities:	
Depreciation and amortization	80,700
Share-based compensation	1,062
Loss on disposition of assets	4,891
Write-down of impaired assets	1,662
Goodwill impairment	1,053,164
Deferred income taxes	(94,016)
Other, net	326
Changes in operating assets and liabilities, net of acquisitions and divestitures:	
Receivables	(27,236)
Inventories	(2,676)
Prepaid expenses and other assets	3,398
Accounts payable and other accrued expenses	37,834
Income taxes	(598)
Net cash provided by operating activities	159,117
Cash flows from investing activities:	
Net additions to property, plant and equipment	(69,014)
Proceeds from insurance	786
Proceeds from sale of fixed assets	1,637
Net cash used in investing activities	(66,591)
Cash flows from financing activities:	
Proceeds from receivables-backed facility	1,725,892
Payments for receivables-backed facility	(1,629,432)
Distribution from parent	(185,891)
Net cash used in financing activities	(89,431)
Effect of exchange rate changes on cash and cash equivalents	(1,093)
Increase in cash and cash equivalents	2,002
Cash and cash equivalents, beginning of period	8,121
Cash and cash equivalents, end of period	$ 10,123

Income Taxes (Tables)

12 Months Ended Dec. 31, 2011

Income Taxes [Abstract]

Schedule Of Income Tax Expense (Benefit)

	Year Ended December 31		
	2011(1)	2010(2)	2009(3)
	(In thousands)		
Current income taxes:			
Federal	$8,580	$(48,528)	$94,190
State	6,476	1,704	15,060
Foreign	598	2,050	3,295
Total current income tax expense (benefit)	15,654	(44,774)	112,545
Deferred income taxes:			
Federal	(399,773)	107,094	33,704
State	(71,698)	9,715	5,132
Foreign	(994)	1,447	464
Total deferred income tax expense (benefit)	(472,465)	118,256	39,300
Total income tax expense (benefit)	$(456,811)	$73,482	$151,845

(1) Excludes $0.5 million in income tax expense related to discontinued operations.

(2) Excludes $8.7 million in income tax benefit related to discontinued operations.

(3) Excludes $0.3 million in income tax benefit related to discontinued operations.

Income From Continuing Operations Before Income Taxes

	Year Ended December 31		
	2011	2010	2009
	(In thousands)		
United States	$(2,082,457)	$127,934	$370,642
Other Countries	29,859	23,288	9,823
Total income (loss) from continuing operations before income taxes	$(2,052,598)	$151,222	$380,465

Reconciliation Of Income Taxes

	Year Ended December 31					
	2011		2010		2009	
	Amount	Percentage	Amount	Percentage	Amount	Percentage
	(In thousands, except percentages)					
Tax expense at statutory rate	$ (718,409)	35.0%	$ 52,928	35.0%	$ 133,163	35.0%
State income taxes	(41,237)	2.0	5,855	3.9	14,476	3.8
Foreign taxes versus U.S. statutory rate	(8,188)	0.4	(4,792)	(3.2)	884	0.2
Nondeductible goodwill	305,657	(14.9)	—	—	—	—

Deferred tax asset adjustment	—	—	10,848	7.2	—	—
Exclusion of non-controlling interest tax benefit	5,792	(0.2)	3,057	2.0	4,876	1.3
Nondeductible compensation	1,322	(0.1)	2,713	1.8	3,434	0.9
Other	(1,748)	0.1	2,873	1.9	(4,988)	(1.3)
Total	$(456,811)	22.3%	$73,482	48.6%	$151,845	39.9%

Deferred Income Tax Assets (Liabilities)

	December 31	
	2011(1)	2010(2)
	(In thousands)	
Deferred income tax assets:		
Accrued liabilities	$166,469	$128,469
Retirement plans and postretirement benefits	53,307	38,324
Share-based compensation	47,482	45,091
Receivables and inventories	20,562	26,218
Derivative instruments	40,359	24,866
Net operating loss carryforwards	30,881	28,902
State and foreign tax credits	10,070	11,143
Other	4,876	3,774
Valuation allowances	(9,176)	(7,660)
	364,830	299,127
Deferred income tax liabilities:		
Intangible assets	(154,650)	(550,197)
Property, plant and equipment	(370,513)	(342,824)
Investment in unconsolidated affiliates	(22,731)	(21,167)
	(547,894)	(914,188)
Net deferred income tax liability	$(183,064)	$(615,061)

(1) Includes $10.1 million of deferred tax assets related to uncertain tax positions.
(2) Includes $14.3 million of deferred tax assets related to uncertain tax positions.

Balance Sheet Classification Of Net Deferred Income Tax Assets (Liabilities)

	December 31	
	2011	2010
	(In thousands)	
Current assets	$109,475	$141,653
Noncurrent liabilities	(292,539)	(756,714)
Total	$(183,064)	$(615,061)

Reconciliation Of Gross Unrecognized Tax Benefits

	December 31		
	2011	2010	2009
	(In thousands)		
Balance at beginning of year	$ 58,165	$72,611	$ 41,400

Increases in tax positions for current year	15,531	1,245	5,204
Increases in tax positions for prior years	4,518	7,857	5,641
Acquired increases in tax positions for prior years	—	—	31,019
Decreases in tax positions for prior years	(31,162)	(18,295)	(4,181)
Settlement of tax matters	(4,066)	(3,884)	(5,249)
Lapse of applicable statutes of limitations	(1,285)	(1,369)	(1,223)
Balance at end of year	$41,701	$58,165	$72,611

Balance Sheet Classification Of Unrecognized Tax Benefits

	December 31		
	2011	2010	2009
	(In thousands)		
Accrued expenses	$4,687	$5,620	$3,333
Other long-term liabilities	37,014	52,545	69,278
Total	$41,701	$58,165	$72,611

Employee Retirement And Profit Sharing Plans (Fair Values By Category Of Inputs) (Details) (USD $) In Thousands, unless otherwise specified	12 Months Ended																	
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2011 Equity Securities, Common Stock [Member]	Dec. 31, 2010 Equity Securities, Common Stock [Member]	Dec. 31, 2011 Equity Securities, Index Funds, U.S. Equities [Member]	Dec. 31, 2010 Equity Securities, Index Funds, U.S. Equities [Member]	Dec. 31, 2011 Equity Securities, Index Funds, International Equities [Member]	Dec. 31, 2010 Equity Securities, Index Funds, International Equities [Member]	Dec. 31, 2011 Equity Securities, Index Funds, Equity Funds [Member]	Dec. 31, 2010 Equity Securities, Index Funds, Equity Funds [Member]	Dec. 31, 2011 Total Equity Securities [Member]	Dec. 31, 2010 Total Equity Securities [Member]	Dec. 31, 2011 Fixed Income, Bond Funds [Member]	Dec. 31, 2010 Fixed Income, Bond Funds [Member]	Dec. 31, 2011 Fixed Income, Diversified Funds [Member]	Dec. 31, 2010 Fixed Income, Diversified Funds [Member]	Dec. 31, 2011 Total Fixed Income [Member]	Dec. 31, 2010 Total Fixed Income [Member]
Defined Benefit Plan Disclosure [Line Items]																		
Total	$ 233,995	$ 231,822	$ 94	$ 17	$ 107,247 [1]	$ 114,232 [1]	$ 18,986 [2]	$ 22,933 [2]	$ 6,644 [3]	$ 5,722 [3]	$ 132,971	$ 142,904	$ 82,192 [4]	$ 74,322 [4]	$ 4,537 [5]	$ 4,353 [5]	$ 86,729	$ 78,675
U.S. large-cap stocks percentage	90.00%	90.00%																
International stocks percentage	10.00%	10.00%																
Percentage of insurance contracts financed by employer premiums	90.00%	90.00%																
Percentage of insurance contracts financed by employer and employee contributions	10.00%	10.00%																

Employee Retirement And Profit Sharing Plans (Fair Values By Category Of Inputs) (Details) (USD $) In Thousands, unless otherwise specified	Dec. 31, 2011 Cash Equivalents, Short-Term Investment Funds [Member]	Dec. 31, 2010 Cash Equivalents, Short-Term Investment Funds [Member]	Dec. 31, 2011 Total Cash Equivalents [Member]	Dec. 31, 2010 Total Cash Equivalents [Member]	Dec. 31, 2011 Other Investments, Insurance Contracts [Member]	Dec. 31, 2010 Other Investments, Insurance Contracts [Member]	Dec. 31, 2011 Other Investments, Partnerships/Joint Ventures [Member]	Dec. 31, 2010 Other Investments, Partnerships/Joint Ventures [Member]	Dec. 31, 2011 Other Investments, Insurance Reserves [Member]	Dec. 31, 2010 Other Investments, Insurance Reserves [Member]	Dec. 31, 2011 Total Other Investments [Member]	Dec. 31, 2010 Total Other Investments [Member]	Dec. 31, 2011 Level 1 [Member]	Dec. 31, 2010 Level 1 [Member]	Dec. 31, 2011 Level 1 [Member] Equity Securities, Common Stock [Member]	Dec. 31, 2010 Level 1 [Member] Equity Securities, Common Stock [Member]	Dec. 31, 2011 Level 1 [Member] Total Equity Securities [Member]	Dec. 31, 2010 Level 1 [Member] Total Equity Securities [Member]
Defined Benefit Plan Disclosure [Line Items]																		
Total	$ 4,608 [6]	$ 1,783 [6]	$ 4,608	$ 1,783	$ 7,710 [7]	$ 6,169 [7]	$ 1,580 [8]	$ 1,913 [8]	$ 397	$ 378	$ 9,687	$ 8,460	$ 94	$ 17	$ 94	$ 17	$ 94	$ 17

Employee Retirement And Profit Sharing Plans (Fair Values By Category Of Inputs) (Details) (USD $) In Thousands, unless otherwise specified	Dec. 31, 2011 Level 2 [Member]	Dec. 31, 2010 Level 2 [Member]	Dec. 31, 2011 Level 2 [Member] Equity Securities, Index Funds, U.S. Equities [Member]	Dec. 31, 2010 Level 2 [Member] Equity Securities, Index Funds, U.S. Equities [Member]	Dec. 31, 2011 Level 2 [Member] Equity Securities, Index Funds, International Equities [Member]	Dec. 31, 2010 Level 2 [Member] Equity Securities, Index Funds, International Equities [Member]	Dec. 31, 2011 Level 2 [Member] Equity Securities, Index Funds, Equity Funds [Member]	Dec. 31, 2010 Level 2 [Member] Equity Securities, Index Funds, Equity Funds [Member]	Dec. 31, 2011 Level 2 [Member] Total Equity Securities [Member]	Dec. 31, 2010 Level 2 [Member] Total Equity Securities [Member]	Dec. 31, 2011 Level 2 [Member] Fixed Income, Bond Funds [Member]	Dec. 31, 2010 Level 2 [Member] Fixed Income, Bond Funds [Member]	Dec. 31, 2011 Level 2 [Member] Total Fixed Income [Member]	Dec. 31, 2010 Level 2 [Member] Total Fixed Income [Member]	Dec. 31, 2011 Level 2 [Member] Cash Equivalents, Short-Term Investment Funds [Member]	Dec. 31, 2010 Level 2 [Member] Cash Equivalents, Short-Term Investment Funds [Member]	Dec. 31, 2011 Level 2 [Member] Total Cash Equivalents [Member]	Dec. 31, 2010 Level 2 [Member] Total Cash Equivalents [Member]
Defined Benefit Plan Disclosure [Line Items]																		
Total	$ 219,677	$ 218,992	$ 107,247 [1]	$ 114,232 [1]	$ 18,986 [2]	$ 22,933 [2]	$ 6,644 [3]	$ 5,722 [3]	$ 132,877	$ 142,887	$ 82,192 [4]	$ 74,322 [4]	$ 82,192	$ 74,322	$ 4,608 [6]	$ 1,783 [6]	$ 4,608	$ 1,783

Employee Retirement And Profit Sharing Plans (Fair Values By Category Of Inputs) (Details) (USD $) In Thousands, unless otherwise specified	Dec. 31, 2011 Level 3 [Member]	Dec. 31, 2010 Level 3 [Member]	Dec. 31, 2009 Level 3 [Member]	Dec. 31, 2011 Level 3 [Member] Fixed Income, Diversified Funds [Member]	Dec. 31, 2010 Level 3 [Member] Fixed Income, Diversified Funds [Member]	Dec. 31, 2009 Level 3 [Member] Fixed Income, Diversified Funds [Member]	Dec. 31, 2011 Level 3 [Member] Total Fixed Income [Member]	Dec. 31, 2010 Level 3 [Member] Total Fixed Income [Member]	Dec. 31, 2011 Level 3 [Member] Other Investments, Insurance Contracts [Member]	Dec. 31, 2010 Level 3 [Member] Other Investments, Insurance Contracts [Member]	Dec. 31, 2009 Level 3 [Member] Other Investments, Insurance Contracts [Member]	Dec. 31, 2011 Level 3 [Member] Other Investments, Partnerships/Joint Ventures [Member]	Dec. 31, 2010 Level 3 [Member] Other Investments, Partnerships/Joint Ventures [Member]	Dec. 31, 2009 Level 3 [Member] Other Investments, Partnerships/Joint Ventures [Member]	Dec. 31, 2011 Level 3 [Member] Other Investments, Insurance Reserves [Member]	Dec. 31, 2010 Level 3 [Member] Other Investments, Insurance Reserves [Member]	Dec. 31, 2009 Level 3 [Member] Other Investments, Insurance Reserves [Member]	Dec. 31, 2011 Level 3 [Member] Total Other Investments [Member]	Dec. 31, 2010 Level 3 [Member] Total Other Investments [Member]
Defined Benefit Plan Disclosure [Line Items]																			
Total	$ 14,224	$ 12,813	$ 12,323	$ 4,537 [5]	$ 4,353 [5]	$ 4,674	$ 4,537	$ 4,353	$ 7,710 [7]	$ 6,169 [7]	$ 5,197	$ 1,580 [8]	$ 1,913 [8]	$ 2,092	$ 397	$ 378	$ 360	$ 9,687	$ 8,460

[1] Represents a pooled/separate account that tracks the Dow Jones U.S. Total Stock Market Index.
[2] Represents a pooled/separate account that tracks the MSCI EAFE Index.
[3] Represents a pooled/separate account comprised of approximately 90% U.S. large-cap stocks and 10% in international stocks.
[4] Represents a pooled/separate account which tracks the overall performance of the Barclays Capital Long Term Government/Credit Index.
[5] Represents a pooled/separate account investment in the General Investment Accounts of two investment managers. The accounts primarily invest in fixed income debt securities, such as high grade corporate bonds, government bonds and asset-backed securities.
[6] Investment is comprised of high grade money market instruments with short-term maturities and high liquidity.
[7] Approximately 90% of the insurance contracts are financed by employer premiums with the insurer managing the reserves as calculated using an actuarial model. The remaining 10% of the insurance contracts are financed by employer and employee contributions with the insurer managing the reserves collectively with other pension plans.
[8] The majority of the total partnership balance is a partnership comprised of a portfolio of two limited partnership funds that invest in public and private equity.

Summary Of Significant Accounting Policies (Schedule Of Intangible And Other Assets, Estimated Useful Life) (Details)	12 Months Ended Dec. 31, 2011
Customer Relationships [Member]	
Summary Of Significant Accounting Policies [Line Items]	
Identifiable intangible assets, Useful Life Minimum	5
Identifiable intangible assets, Useful Life Maximum	15
Certain Finite Lived Trademarks [Member]	
Summary Of Significant Accounting Policies [Line Items]	
Identifiable intangible assets, Useful Life Minimum	5
Identifiable intangible assets, Useful Life Maximum	15
Customer Supply Contracts [Member]	
Summary Of Significant Accounting Policies [Line Items]	
Identifiable intangible assets, Useful Life	Over the terms of the agreements
Noncompetition Agreements [Member]	
Summary Of Significant Accounting Policies [Line Items]	
Identifiable intangible assets, Useful Life	Over the terms of the agreements
Deferred Financing Costs [Member]	
Summary Of Significant Accounting Policies [Line Items]	
Identifiable intangible assets, Useful Life	Over the terms of the related debt

Supplemental Cash Flow Information (Tables)	12 Months Ended Dec. 31, 2011
Supplemental Cash Flow Information [Abstract]	
Schedule Of Cash Flow, Supplemental Disclosures	

	Year Ended December 31		
	2011	2010	2009
		(In thousands)	
Cash paid for interest and financing charges, net of capitalized interest	$237,901	$233,616	$242,691
Net cash paid (received) for taxes	(32,303)	9,184	159,840

Postretirement Benefits Other Than Pensions (Estimated Postretirement Health Care Plan Benefit Payments) (Details) (Postretirement Benefits [Member], USD $) In Millions, unless otherwise specified	Dec. 31, 2011
Postretirement Benefits [Member]	
Defined Benefit Plan Disclosure [Line Items]	
2012	$ 2.8
2013	2.3
2014	2.4
2015	2.3
2016	2.4
Next five years	$ 11.8

Income Taxes (Reconciliation Of Income Taxes) (Details) (USD $) In Thousands, unless otherwise specified	3 Months Ended	12 Months Ended		
	Sep. 30, 2011	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Income Taxes [Abstract]				
Tax expense at statutory rate, Amount		$ (718,409)	$ 52,928	$ 133,163
State income taxes, Amount		(41,237)	5,855	14,476
Foreign taxes versus U.S. statutory rate, Amount		(8,188)	(4,792)	884
Nondeductible goodwill, Amount		305,657		
Deferred tax asset adjustment, Amount	16,000		10,848	
Exclusion of non-controlling interest tax benefit, Amount		5,792	3,057	4,876
Nondeductible compensation, Amount		1,322	2,713	3,434
Other, Amount		(1,748)	2,873	(4,988)
Total, Amount		$ (456,811) [1]	$ 73,482 [2]	$ 151,845 [3]
Tax expense at statutory rate, Percentage		35.00%	35.00%	35.00%
State income taxes, Percentage		2.00%	3.90%	3.80%
Foreign taxes versus U.S. statutory rate, Percentage		0.40%	(3.20%)	0.20%
Nondeductible goodwill, Percentage		(14.90%)		
Deferred tax asset adjustment, Percentage			7.20%	
Exclusion of non-controlling interest tax benefit, Percentage		(0.20%)	2.00%	1.30%
Nondeductible compensation, Percentage		(0.10%)	1.80%	0.90%
Other, Percentage		0.10%	1.90%	(1.30%)
Total, Percentage		22.30%	48.60%	39.90%

[1] Excludes $0.5 million in income tax expense related to discontinued operations.
[2] Excludes $8.7 million in income tax benefit related to discontinued operations.
[3] Excludes $0.3 million in income tax benefit related to discontinued operations.

Facility Closing And Reorganization Costs (Facility Closing And Reorganization Costs) (Details) (USD $) In Thousands, unless otherwise specified	12 Months Ended	
	Dec. 31, 2011	Dec. 31, 2010
Restructuring Cost and Reserve [Line Items]		
Charges	$ 45,688	$ 30,761
Write-Down Of Assets [Member]		
Restructuring Cost and Reserve [Line Items]		
Charges	16,500	13,200
Restructuring Charges, Cash [Member]		
Restructuring Cost and Reserve [Line Items]		
Accrued Charges, Opening balance	3,881	2,361
Charges	28,911	16,236
Payments	(27,645)	(14,716)
Accrued Charges, Closing balance	5,147	3,881
Restructuring Charges, Cash [Member] | Workforce Reduction Costs [Member]		
Restructuring Cost and Reserve [Line Items]		
Accrued Charges, Opening balance	3,860	2,319
Charges	25,171	13,011
Payments	(23,846)	(11,470)
Accrued Charges, Closing balance	5,185	3,860
Restructuring Charges, Cash [Member] | Shutdown Costs [Member]		
Restructuring Cost and Reserve [Line Items]		
Accrued Charges, Opening balance	16	23
Charges	2,648	2,419
Payments	(2,705)	(2,426)
Accrued Charges, Closing balance	(41)	16
Restructuring Charges, Cash [Member] | Lease Obligations After Shutdown [Member]		
Restructuring Cost and Reserve [Line Items]		
Charges	240	254
Payments	(240)	(254)
Restructuring Charges, Cash [Member] | Restructuring Charges, Other [Member]		
Restructuring Cost and Reserve [Line Items]		
Accrued Charges, Opening balance	5	19
Charges	852	552
Payments	(854)	(566)
Accrued Charges, Closing balance	3	5
Restructuring Charges, Noncash [Member] | Restructuring Charges, Other [Member]		
Restructuring Cost and Reserve [Line Items]		
Charges	296	

Restructuring Charges, Noncash [Member] | Write-Down Of Assets [Member]		
Restructuring Cost and Reserve [Line Items]		
Charges	16,535 [1]	13,173 [1]
Restructuring Charges, Noncash [Member] | Loss On Sale Of Related Assets [Member]		
Restructuring Cost and Reserve [Line Items]		
Charges	(54)	562
Restructuring Charges, Noncash [Member] | Pension Curtailment [Member]		
Restructuring Cost and Reserve [Line Items]		
Charges		$ 790

[1] The write-down of assets relates primarily to owned buildings, land and equipment of those facilities identified for closure. The assets were tested for recoverability at the time the decision to close the facilities was more likely than not to occur. Estimates of future cash flows used to test the recoverability of the assets included the net cash flows directly associated with and that are expected to arise as a direct result of the use and eventual disposition of the assets. The inputs for the fair value calculation were based on assessment of an individual asset's alternative use within other production facilities, evaluation of recent market data and historical liquidation sales values for similar assets.

Divestitures, Discontinued Operations And Acquisitions (Narrative) (Details) (USD $)	3 Months Ended	12 Months Ended			1 Months Ended	3 Months Ended		0 Months Ended	12 Months Ended	
	Jun. 30, 2011	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009	Sep. 30, 2011 Rachel's [Member]	Sep. 30, 2010 Rachel's [Member]	Mar. 31, 2011 Mountain High [Member]	Apr. 02, 2011 Private Label Yogurt Operations [Member]	Dec. 31, 2010 Prior Discontinued Operation [Member]	Dec. 31, 2009 Prior Discontinued Operation [Member]
Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items]										
Percentage of interest owned in joint venture	50.00%									
Machinery and equipment related to joint venture		$ 3,182,000	$ 117,114,000							
Cash proceeds from sale of operations							85,000,000	93,000,000		
Gain related to divestitures		16,800,000								
Gain on sale of discontinued operations, net of tax		3,616,000	7,521,000	89,000		5,700,000			1,800,000	89,000
Gain on sale of discontinued operations, pre-tax					4,100,000					
Expense related to prior discontinued operations		500,000	8,700,000	300,000					121,000	
Expense related to prior discontinued operations		1,500,000	9,800,000							
Discontinued operations transaction costs			3,600,000							
Acquisition expenses				$ 31,300,000						

Debt (Alpro Revolving Credit Facility Narrative) (Details)	12 Months Ended		0 Months Ended	
	Dec. 31, 2011 Alpro [Member]	Dec. 31, 2011 Subsidiary Revolving Credit Facility Maturing On July 2, 2012 [Member] USD ($)	Jul. 08, 2011 Subsidiary Revolving Credit Facility Maturing On July 2, 2012 [Member] Alpro [Member] EUR (€)	Dec. 31, 2011 Letter Of Credit [Member] Subsidiary Revolving Credit Facility Maturing On July 2, 2012 [Member] Alpro [Member] EUR (€)
Debt Instrument [Line Items]				
Line of credit facility, maximum borrowing capacity			€ 1,000,000	€ 1,000,000
Debt instrument, maturity date	Jun. 30, 2011		Jul. 02, 2012	
Line of credit, amount outstanding		$ 0		

Employee Retirement And Profit Sharing Plans (Narrative) (Details) (USD $)	12 Months Ended		12 Months Ended		1 Months Ended	12 Months Ended		
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2011 Defined Contribution Plans [Member] Minimum [Member]	Dec. 31, 2011 Defined Contribution Plans [Member] Maximum [Member]	Jul. 31, 2009 Master Trust [Member]	Dec. 31, 2011 Master Trust [Member]	Dec. 31, 2011 Employee Retirement And Profit Sharing Plans [Member]	Dec. 31, 2010 Employee Retirement And Profit Sharing Plans [Member]
Defined Benefit Plan Disclosure [Line Items]								
Minimum requisite service period, years	1							
Unrecognized transition obligation, before tax							$ 112,000	$ 225,000
Unrecognized transition obligation, net of tax							69,000	138,000
Unrecognized prior service costs, before tax							5,200,000	5,600,000
Unrecognized prior service costs, net of tax							3,200,000	3,500,000
Unrecognized actuarial losses, before tax							(152,000,000)	(124,100,000)
Unrecognized actuarial losses, net of tax							(93,500,000)	(76,000,000)
Transition obligation expected to be recognized next fiscal year							112,000	
Transition obligation expected to be recognized next fiscal year, net of tax							69,000	
Prior service costs expected to be recognized next fiscal year							776,000	
Prior service costs expected to be recognized next fiscal year, net of tax							477,000	
Actuarial losses expected to be recognized next fiscal year							11,700,000	
Actuarial losses expected to be recognized next fiscal year, net of tax							7,200,000	
Underfunded status of the plans							(98,753,000)	(75,709,000)
Current accrued pension liability							800,000	
Employer contribution in remainder of fiscal year 2012							22,100,000	
Accumulated benefit obligation	319,200,000	295,000,000						
Frozen defined benefit plan obligations	90.00%							
Weighted average discount rate							4.50% [1]	5.28% [1]
Targets investment in equity securities, percentage					59.00%			
Target investment in fixed income securities, percentage					37.00%			

Target investment in cash equivalents, percentage			3.00%	
Target investment in other investments, percentage			1.00%	
Investment in equity securities, percentage				59.00%
Investment in fixed income securities, percentage				38.00%
Investment in cash equivalents, percentage				2.00%
Investment in other investments, percentage				1.00%
Plan participants' contributions, allowed percentage of participants' annual compensation	1.00%	20.00%		
Employer contributions per pay period for certain union hourly employees	$ 24	$ 91		

[1] Assumptions in this table represent the assumptions utilized for our domestic pension plans as they represented more than 95% of our total benefit obligation as of December 31, 2011 and 2010.

Postretirement Benefits Other Than Pensions (Tables)	**12 Months Ended Dec. 31, 2011**
Postretirement Benefits [Member]	
Defined Benefit Plan Disclosure [Line Items]	

Effects Of One Percent Change In Assumed Health Care Cost Trend Rates

	1-Percentage-Point Increase	1-Percentage-Point Decrease
	(In thousands)	
Effect on total of service and interest cost components	$ 52	$ (47)
Effect on postretirement obligation	3,035	(2,657)

Estimated Postretirement Health Care Plan Benefit Payments

2012	$2.8 million
2013	2.3 million
2014	2.4 million
2015	2.3 million
2016	2.4 million
Next five years	11.8 million

Benefit Obligation [Member]

Defined Benefit Plan Disclosure [Line Items]

Funded Status Of Plans

	December 31 2011	December 31 2010
	(In thousands)	
Change in benefit obligation:		
Benefit obligation at beginning of year	$17,551	$18,620
Service cost	27	24
Interest cost	762	967
Employee contributions	431	—
Actuarial (gain) loss	(885)	(48)
Benefits paid	(2,343)	(2,012)
Plan amendments	953	—
Plan curtailments	—	—
Other (1)	16,012	—
Benefit obligation at end of year	32,508	17,551
Fair value of plan assets at end of year	—	—
Funded status	$ (32,508)	$ (17,551)

(1) During the third quarter of 2011, we identified groups of employees who were eligible to receive other postretirement benefits that had historically been excluded from our benefit plan valuations, which resulted in an understatement of our benefit obligations and net periodic benefit cost. These errors relate primarily to periods prior to 2011. As the effects of the errors are not material to our Consolidated Financial Statements for the year ended December 31, 2011 and were not material to any individual period prior to 2011, we recorded a non-cash charge, and the related benefit obligation, of $16.0 million during the third quarter of 2011, of which $0.8 million relates to the year ended December 31, 2011 and $15.2 million relates

to prior periods. The charge and the corresponding liability have been recorded in general and administrative expenses in our Consolidated Statements of Operations and other long term liabilities in our Consolidated Balance Sheets, respectively, for the year ended December 31, 2011.

Benefit Obligation [Member] | Postretirement Benefits [Member]

Defined Benefit Plan Disclosure [Line Items]

Summary Of Actuarial Assumptions Used To Determine Benefit Obligations

	December 31	
	2011	2010
Healthcare inflation:		
Healthcare cost trend rate assumed for next year	8.50 %	8.70 %
Rate to which the cost trend rate is assumed to decline (ultimate trend rate)	4.50 %	4.50 %
Year of ultimate rate achievement	2029	2029
Weighted average discount rate	4.34 %	4.68 %

Net Periodic Benefit [Member]

Defined Benefit Plan Disclosure [Line Items]

Net Periodic Benefit Cost

	Year Ended December 31		
	2011	2010	2009
	(In thousands)		
Components of net periodic benefit cost:			
Service and interest cost	$789	$991	$988
Amortizations:			
Prior service cost	(66)	(66)	(333)
Unrecognized net loss	494	524	1,061
Effect of curtailment	—	—	(24)
Other (1)	16,012	—	—
Net periodic benefit cost	$17,229	$1,449	$1,692

(1) As described more fully in the funded status table above, this amount represents an increase in our net periodic benefit cost for the year ended December 31, 2011 as a result of identifying groups of employees who were eligible to receive other postretirement benefits that had historically been excluded from our benefit plan valuations.

Net Periodic Benefit [Member] | Postretirement Benefits [Member]

Defined Benefit Plan Disclosure [Line Items]

Summary Of Actuarial Assumptions Used To Determine Benefit Obligations

	Year Ended December 31		
	2011	2010	2009
Healthcare inflation:			
Healthcare cost trend rate assumed for next year	8.70%	9.00%	9.00%
Rate to which the cost trend rate is assumed to decline (ultimate trend rate)	4.50%	4.50%	5.40%
Year of ultimate rate achievement	2029	2029	2014
Weighted average discount rate	4.68%	5.51%	6.32%

Summary Of Significant Accounting Policies (Tables)	12 Months Ended Dec. 31, 2011
Summary Of Significant Accounting Policies [Abstract]	
Schedule Of Property Plant And Equipment, Estimated Useful Life	

Asset	Useful Life
Buildings	15 to 40 years
Machinery and equipment	3 to 20 years
Leasehold improvements	Over the terms of the applicable lease agreements

Schedule Of Intangible And Other Assets, Estimated Useful Life	

Asset	Useful Life
Customer relationships	5 to 15 years
Certain finite-lived trademarks	5 to 15 years
Customer supply contracts	Over the terms of the agreements
Noncompetition agreements	Over the terms of the agreements
Deferred financing costs	Over the terms of the related debt

Debt (Schedule Of Debt Instruments) (Details) (USD $)	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2011 Dean Foods Company [Member]	Dec. 31, 2010 Dean Foods Company [Member]	Dec. 31, 2011 Subsidiary [Member]	Dec. 31, 2010 Subsidiary [Member]	Dec. 31, 2011 Alpro [Member] Subsidiary [Member]	Dec. 31, 2010 Alpro [Member] Subsidiary [Member]	Dec. 31, 2011 Secured Debt [Member] Dean Foods Company [Member]	Dec. 31, 2010 Secured Debt [Member] Dean Foods Company [Member]	Dec. 31, 2011 Senior Notes Due 2016 [Member] Dean Foods Company [Member]	Dec. 31, 2010 Senior Notes Due 2016 [Member] Dean Foods Company [Member]	May 17, 2006 Senior Notes Due 2016 [Member] Dean Foods Company [Member]	Dec. 31, 2011 Senior Notes Due 2017 [Member] Subsidiary [Member]	Dec. 31, 2010 Senior Notes Due 2017 [Member] Subsidiary [Member]	Dec. 31, 2011 Senior Notes Due 2018 [Member] Dean Foods Company [Member]	Dec. 31, 2010 Senior Notes Due 2018 [Member] Dean Foods Company [Member]	Dec. 16, 2010 Senior Notes Due 2018 [Member] Dean Foods Company [Member]
Debt Instrument [Line Items]																		
Senior secured credit facility									$ 2,477,160,000	$ 3,033,529,000								
Senior notes											498,959,000	498,765,000		129,117,000	127,504,000	400,000,000	400,000,000	
Long-term debt	3,765,928,000	4,067,525,000	3,376,119,000	3,932,294,000	389,809,000	135,231,000												
Interest Rate											7.00%	7.00%	7.00%	6.90%	6.90%	9.75%	9.75%	9.75%
Weighted average rate					1.31% [1]				3.00% [2]	2.96% [2]								
Receivables-backed facility					260,000,000													
Capital lease obligations and other					692,000	7,727,000												
Alpro revolving credit facility																		
Less current portion	(202,539,000)	(174,250,000)																
Total long-term portion	$ 3,563,389,000	$ 3,893,275,000	$ 3,174,107,000															

[1] Represents a weighted-average rate, including applicable interest rate margins, for indebtedness outstanding under the receivables securitization facility.

[2] Represents a weighted average rate, including applicable interest rate margins, for the senior secured revolving credit facility, term loan A and term loan B.

Postretirement Benefits Other Than Pensions (Summary Of Assumptions Used To Determine Benefit Obligations) (Details)	12 Months Ended		
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Benefit Obligation [Member]			
Defined Benefit Plan Disclosure [Line Items]			
Healthcare cost trend rate assumed for next year	8.50%	8.70%	
Rate to which the cost trend rate is assumed to decline (ultimate trend rate)	4.50%	4.50%	
Year of ultimate rate achievement	2029	2029	
Weighted average discount rate	4.34%	4.68%	
Net Periodic Benefit Cost [Member]			
Defined Benefit Plan Disclosure [Line Items]			
Healthcare cost trend rate assumed for next year	8.70%	9.00%	9.00%
Rate to which the cost trend rate is assumed to decline (ultimate trend rate)	4.50%	4.50%	5.40%
Year of ultimate rate achievement	2029	2029	2014
Weighted average discount rate	4.68%	5.51%	6.32%

Commitments And Contingencies (Future Minimum Payments Under Non-Cancelable Operating Leases) (Details) (USD $) In Thousands, unless otherwise specified	Dec. 31, 2011
Commitments And Contingencies [Abstract]	
2012	$ 108,915
2013	85,701
2014	67,225
2015	50,219
2016	29,335
Thereafter	89,534
Total minimum lease payments	$ 430,929

Quarterly Results Of Operations (Summary Of Quarterly Results Of Operations) (Details) (USD $)	3 Months Ended									12 Months Ended		
	Dec. 31, 2011	Sep. 30, 2011	Jun. 30, 2011	Mar. 31, 2011	Dec. 31, 2010	Sep. 30, 2010	Jun. 30, 2010	Mar. 31, 2010	Mar. 31, 2009	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Quarterly Results Of Operations [Abstract]												
Net sales	$ 3,296,034,000	$ 3,410,797,000	$ 3,298,808,000	$ 3,049,854,000	$ 3,152,961,000 [1]	$ 3,054,130,000 [1]	$ 2,954,653,000 [1]	$ 2,961,143,000 [1]		$ 13,055,493,000	$ 12,122,887,000	$ 11,113,782,000
Gross profit	766,478,000	741,265,000	759,561,000	750,282,000	757,076,000	749,629,000	751,423,000	747,794,000		3,017,586,000	3,005,922,000	3,105,221,000
Income (loss) from continuing operations	(10,499,000)	(1,555,650,000)	(53,020,000)	23,382,000	(22,709,000) [2]	17,177,000 [2]	43,461,000 [2]	39,811,000 [2]		(1,595,787,000)	77,740,000	228,620,000
Net income (loss)	(10,499,000) [3]	(1,552,034,000) [3]	(53,020,000) [3]	23,382,000 [3]	(22,968,000) [2]	21,957,000 [2]	42,852,000 [2]	40,915,000 [2]		(1,592,171,000)	82,756,000	227,847,000
Net income (loss) attributable to Dean Foods Company	(9,874,000) [3]	(1,540,497,000) [3]	(50,513,000) [3]	25,263,000 [3]	(20,744,000)	24,296,000	44,787,000	43,152,000		(1,575,621,000)	91,491,000	240,308,000
Basic	$ (0.05) [2]	$ (8.39) [2]	$ (0.28) [2]	$ 0.14 [2]	$ (0.11)	$ 0.13	$ 0.25	$ 0.24		$ (8.59)	$ 0.50	$ 1.41
Diluted	$ (0.05) [2]	$ (8.39) [2]	$ (0.28) [2]	$ 0.14 [2]	$ (0.11)	$ 0.13	$ 0.25	$ 0.24		$ (8.59)	$ 0.50	$ 1.38
Facility closing and reorganization costs, net of tax	2,200,000	6,300,000	12,900,000	6,600,000	9,300,000	5,300,000	4,200,000		1,000,000			
Antitrust complaint settlement										131,300,000	30,000,000	
Antitrust complaint settlement, net of tax										80,400,000	18,700,000	
Non-cash income tax charge											10,800,000	
Goodwill impairment	149,800,000	1,900,000,000								2,075,836,000	0	0
Goodwill impairment, net of tax	57,900,000	1,600,000,000								1,600,000,000		
Gain related to divestitures, net of tax										10,500,000		
Goodwill Impairment Loss Net Of Tax Benefit	$ 57,900,000	$ 1,600,000,000								$ 1,600,000,000		

[1] The results for the first, second, third and fourth quarters of 2010 include facility closing and reorganization costs, net of tax, of $1.0 million, $4.2 million, $5.3 million and $9.3 million, respectively. See Note 16.

[2] Earnings (loss) per common share calculations for each of the quarters were based on the basic and diluted weighted average number of shares outstanding for each quarter. The sum of the quarters may not necessarily be equal to the full year earnings (loss) per common share amount.

[3] The results for the first, second, third and fourth quarters of 2011 include facility closing and reorganization costs, net of tax, of $6.6 million, $12.9 million, $6.3 million and $2.2 million, respectively. See Note 16.

Income Taxes (Reconciliation Of Gross Unrecognized Tax Benefits) (Details) (USD $) In Thousands, unless otherwise specified	12 Months Ended		
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Income Taxes [Abstract]			
Balance at beginning of year	$ 58,165	$ 72,611	$ 41,400
Increases in tax positions for current year	15,531	1,245	5,204
Increases in tax positions for prior years	4,518	7,857	5,641
Acquired increases in tax positions for prior years			31,019
Decreases in tax positions for prior years	(31,162)	(18,295)	(4,181)
Settlement of tax matters	(4,066)	(3,884)	(5,249)
Lapse of applicable statutes of limitations	(1,285)	(1,369)	(1,223)
Balance at end of year	$ 41,701	$ 58,165	$ 72,611

Derivative Financial Instruments And Fair Value Measurements (Carrying Value And Fair Value Of Senior Notes And Subsidiary Senior Notes) (Details) (USD $) In Thousands, unless otherwise specified	Dec. 31, 2011	Dec. 31, 2010
Senior Notes Due 2017 [Member] | Subsidiary [Member]		
Debt Instrument [Line Items]		
Senior notes, Carrying Value	$ 129,117	$ 127,504
Senior notes, Fair Value	136,853	123,185
Senior Notes Due 2016 [Member] | Dean Foods Company [Member]		
Debt Instrument [Line Items]		
Senior notes, Carrying Value	498,959	498,765
Senior notes, Fair Value	493,750	458,750
Senior Notes Due 2018 [Member] | Dean Foods Company [Member]		
Debt Instrument [Line Items]		
Senior notes, Carrying Value	400,000	400,000
Senior notes, Fair Value	$ 426,000	$ 403,000

Divestitures, Discontinued Operations And Acquisitions (Discontinued Operations) (Details) (USD $) In Thousands, unless otherwise specified	12 Months Ended	
	Dec. 31, 2010	Dec. 31, 2009
Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items]		
Net income (loss)	$ (2,505)	$ (862)
Rachel's [Member]		
Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items]		
Net sales	26,319	44,606
Income (loss) before income taxes	(3,783)	(642)
Income tax	1,399	(220)
Net income (loss)	$ (2,384)	$ (862)

Employee Retirement And Profit Sharing Plans (Net Periodic Benefit Cost) (Details) (USD $) In Thousands, unless otherwise specified	12 Months Ended		
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Defined Benefit Plan Disclosure [Line Items]			
Net periodic benefit cost	$ 13,849	$ 12,975	$ 21,053
Employee Retirement And Profit Sharing Plans [Member]			
Defined Benefit Plan Disclosure [Line Items]			
Service cost	4,151	3,699	3,147
Interest cost	15,735	16,941	16,947
Expected return on plan assets	(17,105)	(16,584)	(14,017)
Unrecognized transition obligation	130	112	112
Prior service cost	770	716	921
Unrecognized net loss	9,060	5,594	12,093
Effect of curtailment		790	945
Effect of settlement	969	1,707	905
Other	139		
Net periodic benefit cost	$ 13,849	$ 12,975	$ 21,053

Valuation And Qualifying Accounts (Details) (USD $) In Thousands, unless otherwise specified	12 Months Ended		
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Allowance For Doubtful Accounts [Member]			
Valuation and Qualifying Accounts Disclosure [Line Items]			
Balance at Beginning of Period	$ 15,347	$ 16,888	$ 17,429
Charged to (Reduction in) Costs and Expenses	1,996	7,956	2,496
Other	(160)	(1,379)	1,179
Deductions	(6,292)	(8,118)	(4,216)
Balance at End of Period	10,891	15,347	16,888
Deferred Tax Asset Valuation Allowances [Member]			
Valuation and Qualifying Accounts Disclosure [Line Items]			
Balance at Beginning of Period	7,660	9,108	9,645
Charged to (Reduction in) Costs and Expenses	1,516	(1,448)	(537)
Balance at End of Period	$ 9,176	$ 7,660	$ 9,108

Debt (Receivables-Backed Facility Narrative) (Details) (USD $)	0 Months Ended Sep. 28, 2011	12 Months Ended Dec. 31, 2011
Debt Instrument [Line Items]		
Liquidity termination date for receivables-backed facility		September 25, 2013
Standby Letters Of Credit [Member]		
Debt Instrument [Line Items]		
Issuance of standby letter of credit		$ 80,000,000
Receivables Securitization Facility [Member] | Receivables-Backed Facility [Member]		
Debt Instrument [Line Items]		
Line of credit facility, maximum borrowing capacity		600,000,000
Amendment fees incurred	600,000	
Value of receivables sold to asset securitization facility		905,700,000
Proceeds from accounts receivable securitization		4,700,000,000
Repayments of accounts receivable securitization		4,400,000,000
Average daily balance under facility		313,000,000
Line of credit, amount outstanding		260,000,000
Aggregate amount outstanding excluding letters of credit		165,400,000
Receivables Securitization Facility [Member] | Letter Of Credit [Member]		
Debt Instrument [Line Items]		
Line of credit facility, maximum borrowing capacity	$ 300,000,000	

Derivative Financial Instruments And Fair Value Measurements (Derivatives Recorded At Fair Value In Consolidated Balance Sheets) (Details) (USD $) In Thousands, unless otherwise specified	Dec. 31, 2011		Dec. 31, 2010	
Derivatives, Fair Value [Line Items]				
Derivative Assets	$ 2,510		$ 8,388	
Derivative Liabilities	106,173		73,384	
Derivatives Designated As Hedging Instruments [Member] | Commodities Contracts [Member] | Current [Member]				
Derivatives, Fair Value [Line Items]				
Derivative Assets	93	[1]	2,754	[1]
Derivative Liabilities	2,346	[1]	0	[1]
Derivatives Designated As Hedging Instruments [Member] | Foreign Currency Contracts [Member] | Current [Member]				
Derivatives, Fair Value [Line Items]				
Derivative Assets	411	[1]	0	[1]
Derivative Liabilities	0	[1]	0	[1]
Derivatives Designated As Hedging Instruments [Member] | Interest Rate Swap Contracts [Member] | Current [Member]				
Derivatives, Fair Value [Line Items]				
Derivative Assets	0	[1]	0	[1]
Derivative Liabilities	38,260	[1]	59,379	[1]
Derivatives Designated As Hedging Instruments [Member] | Interest Rate Swap Contracts [Member] | Noncurrent [Member]				
Derivatives, Fair Value [Line Items]				
Derivative Assets	0	[2]	4,156	[2]
Derivative Liabilities	64,037	[2]	13,058	[2]
Derivatives Not Designated As Hedging Instruments [Member] | Commodities Contracts [Member] | Current [Member]				
Derivatives, Fair Value [Line Items]				
Derivative Assets	2,006	[1]	1,478	[1]
Derivative Liabilities	$ 1,530	[1]	$ 947	[1]

[1] Derivative assets and liabilities that have settlement dates equal to or less than 12 months from the respective balance sheet date were included in other current assets and accounts payable and accrued expenses, respectively, in our Consolidated Balance Sheets.

[2] Derivative assets and liabilities that have settlement dates greater than 12 months from the respective balance sheet date were included in identifiable intangible and other assets, net and other long-term liabilities, respectively, in our Consolidated Balance Sheets.

Debt (Consolidating Balance Sheet) (Details) (USD $) In Thousands, unless otherwise specified	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009	Dec. 31, 2008
Debt Instrument [Line Items]				
Cash and cash equivalents	$ 114,851	$ 92,007	$ 45,190	$ 31,656
Receivables, net	946,109	891,019		
Income tax receivable	24,960	71,337		
Inventories	452,150	425,576		
Other current assets	175,070	219,163		
Assets held for sale	3,182	117,114		
Total current assets	1,716,322	1,816,216		
Property, plant and equipment, net	2,114,380	2,113,391		
Goodwill	1,155,271	3,179,192	3,272,814	
Identifiable intangible and other assets, net	768,390	847,868		
Total	5,754,363	7,956,667	7,843,941	
Accounts payable and accrued expenses	1,232,165	1,232,876		
Current portion of debt	202,539	174,250		
Intercompany note payable		3,839		
Current portion of litigation settlements	60,838	30,000		
Total current liabilities	1,495,542	1,440,965		
Long-term debt	3,563,389	3,893,275		
Other long-term liabilities	721,083	1,108,359		
Long-term litigation settlements	73,000			
Dean Foods Company stockholders' equity (deficit)	(103,398)	1,499,525		
Non-controlling interest	4,747	14,543		
Total stockholders' equity (deficit)	(98,651)	1,514,068	1,367,232	558,234
Total	5,754,363	7,956,667		
Dean Foods Company [Member]				
Debt Instrument [Line Items]				
Cash and cash equivalents	3,061	307		
Receivables, net	104			
Income tax receivable	24,934			
Other current assets	44,779			
Total current assets	72,878			
Property, plant and equipment, net	413			
Goodwill	0			
Identifiable intangible and other assets, net	69,904			
Investment in subsidiaries	7,738,221			
Total	7,881,416			
Accounts payable and accrued expenses	148,543			
Intercompany payables	4,245,143			
Current portion of debt	202,012			
Current portion of litigation settlements	60,838			

Total current liabilities	4,656,536	
Long-term debt	3,174,107	
Other long-term liabilities	81,171	
Long-term litigation settlements	73,000	
Dean Foods Company stockholders' equity (deficit)	(103,398)	
Total stockholders' equity (deficit)	(103,398)	
Total	7,881,416	
Guarantor Subsidiaries [Member]		
Debt Instrument [Line Items]		
Cash and cash equivalents	6,221	9,750
Receivables, net	61,156	
Inventories	426,126	
Intercompany receivables	4,821,647	
Intercompany note receivable	125,000	
Other current assets	117,952	
Total current assets	5,558,102	
Property, plant and equipment, net	1,931,787	
Goodwill	993,250	
Identifiable intangible and other assets, net	587,442	
Investment in subsidiaries	356,983	
Total	9,427,564	
Accounts payable and accrued expenses	1,012,736	
Current portion of debt	259	
Total current liabilities	1,012,995	
Long-term debt	129,282	
Other long-term liabilities	547,066	
Dean Foods Company stockholders' equity (deficit)	7,738,221	
Total stockholders' equity (deficit)	7,738,221	
Total	9,427,564	
Non-Guarantor Subsidiaries [Member]		
Debt Instrument [Line Items]		
Cash and cash equivalents	105,569	81,950
Receivables, net	884,849	
Income tax receivable	26	
Inventories	26,024	
Other current assets	12,339	
Assets held for sale	3,182	
Total current assets	1,031,989	
Property, plant and equipment, net	182,180	
Goodwill	162,021	
Identifiable intangible and other assets, net	111,044	
Total	1,487,234	
Accounts payable and accrued expenses	70,886	
Intercompany payables	576,504	

Current portion of debt	268			
Intercompany note payable	125,000			
Total current liabilities	772,658			
Long-term debt	260,000			
Other long-term liabilities	92,846			
Dean Foods Company stockholders' equity (deficit)	356,983			
Non-controlling interest	4,747			
Total stockholders' equity (deficit)	361,730			
Total	1,487,234			
Eliminations [Member]				
Debt Instrument [Line Items]				
Intercompany receivables	(4,821,647)			
Intercompany note receivable	(125,000)			
Total current assets	(4,946,647)			
Investment in subsidiaries	(8,095,204)			
Total	(13,041,851)			
Intercompany payables	(4,821,647)			
Intercompany note payable	(125,000)			
Total current liabilities	(4,946,647)			
Dean Foods Company stockholders' equity (deficit)	(8,095,204)			
Total stockholders' equity (deficit)	(8,095,204)			
Total	(13,041,851)			
As Previously Reported [Member] | Dean Foods Company [Member]				
Debt Instrument [Line Items]				
Cash and cash equivalents		307	9,665	9,391
Receivables, net		353		
Income tax receivable		71,173		
Intercompany receivables		193,051		
Other current assets		105,345		
Total current assets		370,229		
Property, plant and equipment, net		222		
Identifiable intangible and other assets, net		88,135		
Investment in subsidiaries		9,335,787		
Total		9,794,373		
Accounts payable and accrued expenses		138,869		
Intercompany payables		3,568,750		
Current portion of debt		167,540		
Current portion of litigation settlements		30,000		
Total current liabilities		3,905,159		
Long-term debt		3,764,754		
Other long-term liabilities		624,935		
Dean Foods Company stockholders' equity (deficit)		1,499,525		
Total stockholders' equity (deficit)		1,499,525		

Total	9,794,373		
As Previously Reported [Member] | Guarantor Subsidiaries [Member]			
Debt Instrument [Line Items]			
Cash and cash equivalents	9,750		13,552
Receivables, net	33,941		
Inventories	394,862		
Intercompany receivables	4,211,670		
Other current assets	96,967		
Assets held for sale	117,114		
Total current assets	4,864,304		
Property, plant and equipment, net	1,900,192		
Goodwill	3,013,516		
Identifiable intangible and other assets, net	616,435		
Total	10,394,447		
Accounts payable and accrued expenses	1,014,819		
Intercompany payables	21,586		
Current portion of debt	6,454		
Intercompany note payable	3,839		
Total current liabilities	1,046,698		
Long-term debt	127,892		
Other long-term liabilities	379,017		
Dean Foods Company stockholders' equity (deficit)	8,840,840		
Total stockholders' equity (deficit)	8,840,840		
Total	10,394,447		
As Previously Reported [Member] | Non-Guarantor Subsidiaries [Member]			
Debt Instrument [Line Items]			
Cash and cash equivalents	81,950	35,525	8,713
Receivables, net	856,725		
Income tax receivable	164		
Inventories	30,714		
Intercompany receivables	13,924		
Other current assets	16,851		
Total current assets	1,000,328		
Property, plant and equipment, net	212,977		
Goodwill	165,676		
Identifiable intangible and other assets, net	143,298		
Total	1,522,279		
Accounts payable and accrued expenses	79,188		
Intercompany payables	828,309		
Current portion of debt	256		
Total current liabilities	907,753		
Long-term debt	629		

Other long-term liabilities	104,407		
Dean Foods Company stockholders' equity (deficit)	494,947		
Non-controlling interest	14,543		
Total stockholders' equity (deficit)	509,490		
Total	1,522,279		
As Previously Reported [Member] | Eliminations [Member]			
Debt Instrument [Line Items]			
Intercompany receivables	(4,418,645)		
Total current assets	(4,418,645)		
Investment in subsidiaries	(9,335,787)		
Total	(13,754,432)		
Intercompany payables	(4,418,645)		
Total current liabilities	(4,418,645)		
Dean Foods Company stockholders' equity (deficit)	(9,335,787)		
Total stockholders' equity (deficit)	(9,335,787)		
Total	(13,754,432)		
As Restated [Member] | Dean Foods Company [Member]			
Debt Instrument [Line Items]			
Cash and cash equivalents	307	9,665	9,391
Receivables, net	353		
Income tax receivable	71,173		
Intercompany receivables	193,051		
Other current assets	25,850		
Total current assets	290,734		
Property, plant and equipment, net	222		
Identifiable intangible and other assets, net	88,135		
Investment in subsidiaries	9,335,787		
Total	9,714,878		
Accounts payable and accrued expenses	135,685		
Intercompany payables	4,060,029		
Current portion of debt	167,540		
Current portion of litigation settlements	30,000		
Total current liabilities	4,393,254		
Long-term debt	3,764,754		
Other long-term liabilities	57,345		
Dean Foods Company stockholders' equity (deficit)	1,499,525		
Total stockholders' equity (deficit)	1,499,525		
Total	9,714,878		
As Restated [Member] | Guarantor Subsidiaries [Member]			
Debt Instrument [Line Items]			
Cash and cash equivalents	9,750		13,552
Receivables, net	33,941		
Inventories	394,862		
Intercompany receivables	4,677,374		

Other current assets	176,407		
Assets held for sale	117,114		
Total current assets	5,409,448		
Property, plant and equipment, net	1,900,192		
Goodwill	3,013,516		
Identifiable intangible and other assets, net	616,435		
Investment in subsidiaries	494,947		
Total	11,434,538		
Accounts payable and accrued expenses	1,018,003		
Intercompany payables	21,586		
Current portion of debt	6,454		
Intercompany note payable	3,839		
Total current liabilities	1,049,882		
Long-term debt	127,892		
Other long-term liabilities	920,977		
Dean Foods Company stockholders' equity (deficit)	9,335,787		
Total stockholders' equity (deficit)	9,335,787		
Total	11,434,538		
As Restated [Member] | Non-Guarantor Subsidiaries [Member]			
Debt Instrument [Line Items]			
Cash and cash equivalents	81,950	35,525	8,713
Receivables, net	856,725		
Income tax receivable	164		
Inventories	30,714		
Intercompany receivables	13,924		
Other current assets	16,906		
Total current assets	1,000,383		
Property, plant and equipment, net	212,977		
Goodwill	165,676		
Identifiable intangible and other assets, net	143,298		
Total	1,522,334		
Accounts payable and accrued expenses	79,188		
Intercompany payables	802,734		
Current portion of debt	256		
Total current liabilities	882,178		
Long-term debt	629		
Other long-term liabilities	130,037		
Dean Foods Company stockholders' equity (deficit)	494,947		
Non-controlling interest	14,543		
Total stockholders' equity (deficit)	509,490		
Total	1,522,334		
As Restated [Member] | Eliminations [Member]			
Debt Instrument [Line Items]			

Intercompany receivables	(4,884,349)
Total current assets	(4,884,349)
Investment in subsidiaries	(9,830,734)
Total	(14,715,083)
Intercompany payables	(4,884,349)
Total current liabilities	(4,884,349)
Dean Foods Company stockholders' equity (deficit)	(9,830,734)
Total stockholders' equity (deficit)	(9,830,734)
Total	$ (14,715,083)

Derivative Financial Instruments And Fair Value Measurements (Gains And Losses On Derivatives Designated As Cash Flow Hedges) (Details) (USD $) In Thousands, unless otherwise specified	12 Months Ended		
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Derivative Financial Instruments And Fair Value Measurements [Abstract]			
Losses on interest rate swap contracts	$ 61,387 [1]	$ 96,573 [1]	$ 113,238 [1]
(Gains)/Losses on commodities contracts	(3,097) [2]	6 [2]	
Losses on foreign currency contracts	$ 101 [3]		

[1] Recorded in interest expense in our Consolidated Statements of Operations.

[2] Recorded in selling and distribution or cost of sales, depending on commodity type, in our Consolidated Statements of Operations.

[3] Recorded in cost of sales in our Consolidated Statements of Operations.

Debt (Senior Notes Narrative) (Details) (USD $)	0 Months Ended				0 Months Ended			12 Months Ended		
	Aug. 03, 2011 Senior Notes Due 2018 [Member] Dean Foods Company [Member]	Dec. 31, 2011 Senior Notes Due 2018 [Member] Dean Foods Company [Member]	Dec. 31, 2010 Senior Notes Due 2018 [Member] Dean Foods Company [Member]	Dec. 16, 2010 Senior Notes Due 2018 [Member] Dean Foods Company [Member]	May 17, 2006 Senior Notes Due 2016 [Member] Dean Foods Company [Member]	Dec. 31, 2011 Senior Notes Due 2016 [Member] Dean Foods Company [Member]	Dec. 31, 2010 Senior Notes Due 2016 [Member] Dean Foods Company [Member]	Dec. 31, 2011 Senior Notes Due 2017 [Member] Subsidiary [Member]	Dec. 31, 2010 Senior Notes Due 2017 [Member] Subsidiary [Member]	Dec. 31, 2011 Term Loan B [Member]
Debt Instrument [Line Items]										
Debt instrument, principal amount	$ 400,000,000			$ 400,000,000	$ 500,000,000			$ 142,000,000		$ 1,800,000,000
Debt instrument, maturity date	Dec. 15, 2018				Jun. 01, 2016			Oct. 15, 2017		
Debt instrument, interest rate		9.75%	9.75%	9.75%	7.00%	7.00%	7.00%	6.90%	6.90%	
Senior notes		$ 400,000,000	$ 400,000,000			$ 498,959,000	$ 498,765,000	$ 129,117,000	$ 127,504,000	

Income Taxes (Deferred Income Tax Assets (Liabilities)) (Details) (USD $)	Dec. 31, 2011		Dec. 31, 2010	
Income Taxes [Abstract]				
Accrued liabilities	$ 166,469,000	[1]	$ 128,469,000	[2]
Retirement plans and postretirement benefits	53,307,000	[1]	38,324,000	[2]
Share-based compensation	47,482,000	[1]	45,091,000	[2]
Receivables and inventories	20,562,000	[1]	26,218,000	[2]
Derivative instruments	40,359,000	[1]	24,866,000	[2]
Net operating loss carryforwards	30,881,000	[1]	28,902,000	[2]
State and foreign tax credits	10,070,000	[1]	11,143,000	[2]
Other	4,876,000	[1]	3,774,000	[2]
Valuation allowances	(9,176,000)	[1]	(7,660,000)	[2]
Deferred income tax assets	364,830,000	[1]	299,127,000	[2]
Intangible assets	(154,650,000)	[1]	(550,197,000)	[2]
Property, plant and equipment	(370,513,000)	[1]	(342,824,000)	[2]
Investment in unconsolidated affiliates	(22,731,000)	[1]	(21,167,000)	[2]
Deferred income tax liabilities	(547,894,000)	[1]	(914,188,000)	[2]
Net deferred income tax liability	(183,064,000)	[1]	(615,061,000)	[2]
Deferred tax assets related to uncertain tax positions	$ 10,100,000		$ 14,300,000	

[1] Includes $10.1 million of deferred tax assets related to uncertain tax positions.

[2] Includes $14.3 million of deferred tax assets related to uncertain tax positions.

Commitments And Contingencies	12 Months Ended Dec. 31, 2011
Commitments And Contingencies [Abstract]	
Commitments And Contingencies	**18. COMMITMENTS AND CONTINGENCIES**

Contingent Obligations Related to Divested Operations — We have divested certain businesses in prior years. In each case, we have retained certain known contingent obligations related to those businesses and/or assumed an obligation to indemnify the purchasers of the businesses for certain unknown contingent liabilities, including environmental liabilities. We believe that we have established adequate reserves which are immaterial to the financial statements for potential liabilities and indemnifications related to our divested businesses. Moreover, we do not expect any liability that we may have for these retained liabilities, or any indemnification liability, to materially exceed amounts accrued.

Contingent Obligations Related to Milk Supply Arrangements — On December 21, 2001, in connection with our acquisition of Legacy Dean, we purchased Dairy Farmers of America's ("DFA") 33.8% interest in our operations. In connection with that transaction, we issued a contingent, subordinated promissory note to DFA in the original principal amount of $40 million. The promissory note has a 20-year term that bears interest based on the consumer price index. Interest will not be paid in cash but will be added to the principal amount of the note annually, up to a maximum principal amount of $96 million. We may prepay the note in whole or in part at any time, without penalty. The note will only become payable if we materially breach or terminate one of our related milk supply agreements with DFA without renewal or replacement. Otherwise, the note will expire in 2021, without any obligation to pay any portion of the principal or interest. Payments made under the note, if any, would be expensed as incurred. We have not terminated, and we have not materially breached, any of our milk supply agreements with DFA related to the promissory note. We have previously terminated unrelated supply agreements with respect to several plants that were supplied by DFA. In connection with our goals of accelerated cost control and increased supply chain efficiency, we continue to evaluate our sources of raw milk supply.

Insurance — We retain selected levels of property and casualty risks, primarily related to employee health care, workers' compensation claims and other casualty losses. Many of these potential losses are covered under conventional insurance programs with third party carriers with high deductible limits. In other areas, we are self-insured. These deductibles are $2.0 million for casualty claims but may vary higher or lower due to insurance market conditions and risk. We believe that we have established adequate reserves to cover these claims. At December 31, 2011 and 2010, we recorded accrued liabilities related to these retained risks of $193.7 million and $187.3 million, respectively, including both current and long-term liabilities

Lease and Purchase Obligations — We lease certain property, plant and equipment used in our operations under both capital and operating lease agreements. Such leases, which are primarily for machinery, equipment and vehicles, have lease terms ranging from one to 20 years. We did not have any material capital lease obligations as of December 31, 2011 or 2010. Certain of the operating lease agreements require the payment of additional rentals for maintenance, along with additional rentals based on miles driven or units produced. Certain leases require us to guarantee a minimum value of the leased asset at the end of the lease. Our maximum exposure under those guarantees is not a material amount. Rent expense was $145.1 million, $158.5 million and $158.4 million for 2011, 2010 and 2009, respectively.

Future minimum payments at December 31, 2011, under non-cancelable operating leases with terms in excess of one year are summarized below:

	Operating Leases
	(In thousands)
2012	$108,915
2013	85,701
2014	67,225
2015	50,219
2016	29,335
Thereafter	89,534
Total minimum lease payments	$430,929

We have entered into various contracts, in the normal course of business, obligating us to purchase minimum quantities of raw materials used in our production and distribution processes, including diesel fuel, soybeans and organic raw milk. We enter into these contracts from time to time to ensure a sufficient supply of raw ingredients. In addition, we have contractual obligations to purchase various services that are part of our production process.

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Litigation, Investigations and Audits — We are not party to, nor are our properties the subject of, any material pending legal proceedings, other than as set forth below:

Tennessee Dairy Farmer Actions and Related Mississippi Action

We were named, along with several other defendants, in two putative class action antitrust complaints filed on July 5, 2007. The complaints were filed in the United States District Court for the Middle District of Tennessee, Columbia Division, and allege generally that we and others in the milk industry worked together to limit the price Southeastern dairy farmers are paid for their raw milk and to deny these farmers access to fluid Grade A milk processing facilities. Four additional putative class action complaints were filed in 2007 and 2008 in the United States District Court for the Eastern District of Tennessee, Greeneville Division. The allegations in these complaints are similar to those in the dairy farmer actions. All six of the class actions (collectively, the "dairy farmer actions") were consolidated and were transferred to the Eastern District of Tennessee, Greeneville Division. Class certification in the dairy farmer actions was granted in September 2010.

On July 12, 2011, we entered into a settlement agreement with the class plaintiffs in the dairy farmer actions. On July 14, 2011, the United States District Court for the Eastern District of Tennessee granted preliminary approval of the class-wide settlement agreement and stayed the dairy farmer action with respect to the Company. Under the proposed settlement agreement, we agreed to pay a total of up to $140 million over a period of four to five years into a fund for distribution to dairy farmer class members in a number of Southeastern states.

On July 28, 2011, the Court issued an order partially decertifying the dairy farmer plaintiff class with which we had previously entered into the settlement agreement. The dairy farmer plaintiffs that were decertified from the class are, or were, members of the Dairy Farmers of America ("DFA") co-operative. On August 1, 2011, the plaintiffs filed a motion asking the Court to re-consider its decertification order. The Court denied that motion on August 19, 2011. In order to pursue a final and certain resolution consistent with the terms of the settlement agreement, we filed a motion with the Court on August 5, 2011 to vacate preliminary approval of the settlement agreement, defer associated deadlines related to the settlement, and to clarify the role of class counsel in light of the Court's decertification order. The motion was granted by the Court and a Memorandum Opinion was issued on August 31, 2011. In the Memorandum Opinion, the Court stated that it would take the motion for preliminary approval of the settlement under advisement pending appointment of separate counsel and class representatives for the decertified DFA subclass.

In a separate order entered on October 5, 2011, the Court appointed separate interim counsel for the DFA subclass, and set preliminary deadlines for newly designated interim counsel to submit any motion for certification of a DFA subclass for settlement purposes and any motion to preliminarily approve the July 12, 2011 settlement agreement. On December 27, 2011, interim counsel for the putative DFA member subclass filed a motion to certify the DFA subclass for settlement purposes and to reinstate preliminary approval of the July 12, 2011 settlement agreement. Dean responded to the motion on January 17, 2012, and did not oppose the motion. On February 14, 2012, the Court granted preliminary approval of the settlement agreement, and set May 15 as the date to consider final approval of the agreement. Per the terms of the settlement agreement, on February 21, 2012 we made a payment of $60 million into an escrow account to be distributed following the Court's final approval, and issued a standby letter of credit in the amount of $80 million to support subsequent payments due under the agreement. The settlement agreement requires us to make a payment of up to $20 million on each of the following four anniversaries of the settlement agreement's final approval date. There can be no assurance that the settlement agreement will receive final approval in its current form, in another form that is acceptable to the Court and the parties, or at all.

In the second quarter of 2011, we recorded a $131.3 million charge and a corresponding liability for the present value of our obligations under the original settlement agreement, based on imputed interest computed at a rate of 4.77%, which approximates our like-term incremental fixed rate borrowing cost. We have continued to accrete interest related to this recorded liability as we believe a settlement of this matter is likely to occur under substantially similar financing terms.

On April 26, 2011, we, along with our Chief Executive Officer, Gregg Engles, and other defendants, were named in a putative class action lawsuit filed in the United States District Court for the Southern District of Mississippi, Hattiesburg Division. An amended complaint was filed in August 2011, which dropped the class action allegations. The allegations in the amended complaint are similar to those in the Tennessee dairy farmer actions. In addition, plaintiffs have alleged generally that defendants committed civil violations of the federal Racketeering Influenced and Corrupt Organizations Act ("RICO"), as well as common law fraud and tortious interference with contract. Plaintiffs are seeking treble damages for the alleged antitrust and RICO violations, and compensatory and consequential damages for the common law fraud and tortious interference claims. With respect to the antitrust allegations in the complaint, the plaintiffs' proposed geographic market in the Mississippi action is ambiguous as to whether it is identical to the geographic market alleged in the Tennessee dairy farmer actions. In any event, Plaintiffs in the Mississippi action would likely also be included in any class or classes certified in the Tennessee dairy farmer actions. Members of any Tennessee class or classes who fail to exclude themselves from that class, or who excluded themselves but are permitted to opt back into any class for purposes of any settlement with us, will be bound by any settlement in the Tennessee dairy farmer actions when it is approved, which should release and extinguish any claims asserted by them in the Mississippi action. As of February 20, 2012, three plaintiffs in the Mississippi action have not excluded themselves from the Tennessee dairy farmer actions.

On August 11, 2011, a motion to dismiss all of the claims was filed on behalf of Mr. Engles, and motions to dismiss all but the antitrust claims were filed on behalf of the company and the other defendants. Plaintiffs responded to those motions on October 4, 2011. On November 9, 2011, the Court granted the motion to dismiss filed on behalf of Mr. Engles, and granted in part and denied in part the motion to dismiss filed on behalf of the company. The company filed its answer on November 23, 2011. On February 17, 2012, the Company entered into a settlement agreement with all of the plaintiffs who have excluded themselves from the Tennessee dairy farmer actions pursuant to which all of the claims against the Company will be dismissed, and the Company's involvement as a party in the case will end.

Tennessee Retailer and Indirect Purchaser Actions

A putative class action antitrust complaint (the "retailer action") was filed on August 9, 2007 in the United States District Court for the Eastern District of Tennessee. Plaintiffs allege generally that we, either acting alone or in conjunction with others in the milk industry who are also defendants in the retailer action, lessened competition in the Southeastern United States for the sale of processed fluid Grade A milk to retail outlets and other customers, and that the defendants' conduct also artificially inflated wholesale prices for direct milk purchasers. Plaintiffs' motion for class certification in the retailer action is still pending. Defendants' motion for summary judgment in the retailer action was granted in part and denied in part in August 2010. Defendants filed a motion for reconsideration on September 10, 2010, and filed a supplemental motion for summary judgment as to the remaining claims on September 27, 2010. Those motions are currently pending before the Court, and the case has been stayed pending resolution of those motions. The Court has not set a trial date yet for the retailer action.

On June 29, 2009, another putative class action lawsuit was filed in the Eastern District of Tennessee, Greeneville Division, on behalf of indirect purchasers of processed fluid Grade A milk (the "indirect purchaser action"). The allegations in this complaint are similar to those in the retailer action, but primarily involve state law claims. Because the allegations in the indirect purchaser action substantially overlap with the allegations in the retailer action, the Court granted the parties' joint motion to stay all proceedings in the indirect purchaser action pending the outcome of the summary judgment motions in the retailer action. At this time, we are unable to predict the ultimate outcome of these matters.

Vermont Dairy Farmer Action

On October 8, 2009, we were named, among several defendants, in a putative class action antitrust complaint filed in the United States District Court for the District of Vermont. The Company reached an agreement with the plaintiffs to settle all claims against the Company in this action. Pursuant to the agreement, the Company paid $30 million into an escrow fund pending final approval of the settlement agreement. On August 15, 2011, the Court entered the Final Judgment approving the settlement and dismissing all claims against Dean. No appeals were filed, and the settlement agreement became effective on September 15, 2011.

Foremost Action

On January 22, 2010, the United States Department of Justice ("DOJ") and the States of Wisconsin, Illinois and Michigan ("Plaintiff States") filed a civil action in the Eastern District of Wisconsin ("DOJ lawsuit") alleging that the Company violated Section 7 of the Clayton Act when it acquired the Consumer Products Division of Foremost Farms USA on April 1, 2009. On March 29, 2011, the Company reached agreements with the DOJ and the Plaintiff States to settle the DOJ lawsuit and was required to divest its fluid milk operations in Waukesha, Wisconsin, comply with certain margin limitations on the sale of school milk in the Upper Peninsula of Michigan, and provide prior notification of certain acquisitions of assets of, or interests in, fluid milk processing plants. On July 29, 2011, the court granted final approval of the settlement with the DOJ. Pursuant to the order, the Company divested of the Waukesha facility on September 8, 2011.

Stockholder Derivative Action

In April 2009, a stockholder derivative complaint was filed purportedly on behalf of the Company in the United States District Court for the Eastern District of Tennessee, Greeneville division, alleging that the officers and directors breached their fiduciary duties to the Company under Delaware law by approving the 2001 merger between the former Dean Foods Company and Suiza Foods Corporation, and allegedly participating in, or failing to prevent, a purported conspiracy to fix the price of Grade A milk. The complaint was transferred to the United States District Court for the Northern District of Texas in March 2010. On January 26, 2011, the court dismissed the complaint with prejudice. In March 2011, plaintiffs made a demand that the Company conduct an investigation of substantially similar allegations. In response to the demand, a special committee of the Board of Directors of the Company consisting of independent board members not named in the litigation conducted an independent review of these allegations and reported its findings to the Board. In August 2011, the Board considered the demand letter and determined, based on the special committee's recommendation, not to pursue any legal action against the Directors.

Kohler Mix Action

On January 18, 2008, our subsidiary, Kohler Mix Specialties, LLC ("Kohler"), was named as a defendant in a civil complaint filed in the Superior Court, Judicial District of Hartford. The plaintiff in the case was the Commissioner of Environmental Protection of the State of Connecticut. The complaint alleged generally that Kohler improperly discharged wastewater into the waters of the State of Connecticut, and bypassed certain wastewater treatment equipment in violation of certain Connecticut environmental regulations and Kohler's wastewater discharge permit. The plaintiff was seeking injunctive relief and civil penalties with respect to the claims. On August 24, 2011 the parties reached an agreement to settle the litigation. On January 11, 2012, a Stipulated Judgment was entered by the Court, thereby resolving the matter.

Other than the material pending legal proceedings set forth above, we are party from time to time to certain claims, litigations, audits and investigations. Potential liabilities associated with the other matters referred to in this paragraph are not expected to have a material adverse impact on our financial position, results of operations or cash flows.

At this time, it is not possible for us to predict the ultimate outcome of the matters set forth within this section.

Other

We are in varying stages of discussion with numerous states to determine whether we have complied with state unclaimed property laws. Most, but not all, of these states have appointed an agent to conduct an examination of our books and records. In addition to seeking remittance of unclaimed property, some states may also seek interest and penalties. We settled the State of Delaware's claims during 2011. The settlement amount was not material to our Consolidated Financial Statements. At this time, it is not possible for us to predict the ultimate outcome of the remaining examinations.

Segment, Geographic And Customer Information (Tables)

12 Months Ended Dec. 31, 2011

Segment, Geographic And Customer Information [Abstract]

Net Sales, By Segment

	Year Ended December 31		
	2011	2010	2009
		(In thousands)	
Net sales to external customers:			
Fresh Dairy Direct	$9,596,928	$8,968,484	$8,456,219
WhiteWave-Alpro	2,109,892	1,937,983	1,632,970
Morningstar	1,348,673	1,216,420	1,024,593
Total	$ 13,055,493	$ 12,122,887	$ 11,113,782
Intersegment sales:			
Fresh Dairy Direct	$65,641	$56,321	$53,161
WhiteWave-Alpro	108,921	107,923	137,997
Morningstar	331,961	333,476	298,316
Total	$506,523	$497,720	$489,474
Operating income (loss):			
Fresh Dairy Direct	$349,488	$413,486	$642,410
WhiteWave-Alpro	199,673	166,269	130,268
Morningstar	95,404	90,956	114,263
Total reportable segment operating income	644,565	670,711	886,941
Corporate and Other	(210,134)	(210,266)	(234,025)
Facility closing and reorganization costs	(45,688)	(30,761)	(30,162)
Litigation settlements	(131,300)	(30,000)	—
Goodwill impairment	(2,075,836)	—	—
Other operating income	16,831	—	—
Total	(1,801,562)	399,684	622,754
Other (income) expense:			
Interest expense	252,951	248,301	246,510
Other (income) expense, net	(1,915)	161	(4,221)

Consolidated income (loss) from continuing operations before tax	$ (2,052,598)	$151,222	$380,465
Depreciation and amortization:			
Fresh Dairy Direct	$161,326	$157,725	$146,730
WhiteWave-Alpro	70,075	68,353	58,933
Morningstar	26,438	28,841	29,527
Corporate and Other	27,928	21,161	18,740
Total	$285,767	$276,080	$253,930

Assets, By Segment

	December 31		
	2011	**2010**	**2009**
		(In thousands)	
Assets:			
Fresh Dairy Direct	$ 2,669,001	$ 4,755,240	$ 4,847,151
WhiteWave-Alpro	2,086,097	1,984,893	1,985,619
Morningstar	670,870	686,989	673,662
Corporate	325,213	412,431	307,421
Assets Held For Sale	3,182	117,114	30,088
Total	$ 5,754,363	$ 7,956,667	$ 7,843,941
Capital expenditures:			
Fresh Dairy Direct	$ 164,833	$ 173,608	$ 180,541
WhiteWave-Alpro	127,209	52,255	35,252
Morningstar	20,317	26,052	31,058
Corporate and Other	13,125	50,059	20,839
Total	$ 325,484	$ 301,974	$ 267,690

Geographic Information, Net Sales

Geographic Information, Long-Lived Assets

	December 31		
	2011	**2010**	**2009**
		(In thousands)	
Net sales to external customers:			
Domestic	$ 12,678,363	$ 11,773,644	$ 10,934,271
Foreign	377,130	349,243	179,511
Long-lived assets:			
Domestic	$ 3,594,443	$ 5,652,676	$ 5,672,529
Foreign	443,598	487,775	523,819

Common Stock And Share-Based Compensation (Tables)	12 Months Ended Dec. 31, 2011
Common Stock And Share-Based Compensation [Abstract]	
Weighted Average Assumptions Used To Estimate The Fair Value Of Grants Issued	

	Year Ended December 31		
	2011	2010	2009
Expected volatility	41%	34%	33%
Expected dividend yield	0%	0%	0%
Expected option term	5 years	5 years	4.75 years
Risk-free rate of return	1.32 to 2.30%	1.26 to 2.59%	1.65 to 2.66%

Summary Of Stock Option Activity

	Options	Weighted Average Exercise Price	Weighted Average Contractual Life	Aggregate Intrinsic Value
Options outstanding at January 1, 2011	21,523,733	$ 20.20		
Granted	1,869,603	10.35		
Forfeited and cancelled(1)	(3,076,382)	22.40		
Exercised	(688,754)	10.00		
Options outstanding at December 31, 2011	19,628,200	19.27	4.54	$1,811,169
Options vested and expected to vest at December 31, 2011	19,521,233	19.32	4.52	$1,738,374
Options exercisable at December 31, 2010	17,209,000	20.60		
Options exercisable at December 31, 2011	16,263,080	20.46	3.74	$216,020

(1) Pursuant to the terms of our stock option plans, options that are forfeited or cancelled may be available for future grants.

Summary Of Options Outstanding And Exercisable

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Number Outstanding	Weighted-Average Remaining Contractual Life	Weighted-Average Exercise Price	Number Exercisable	Weighted-Average Exercise Price
$ 7.44 to 10.35	2,003,602	9.07	$ 10.29	201,830	$ 10.14
10.38 to 14.24	2,136,522	0.29	12.16	2,116,544	12.17
14.25 to 14.56	3,079,206	3.71	14.37	2,354,685	14.31
15.99 to 18.30	2,996,206	2.68	18.04	2,935,462	18.05
18.69 to 19.98	379,782	4.80	19.58	354,520	19.59
20.07	2,315,690	6.99	20.07	1,596,922	20.07
20.19 to 25.37	2,373,603	5.47	24.74	2,359,528	24.76
25.39 to 25.68	2,064,708	4.00	25.66	2,064,708	25.66
25.81 to 30.11	2,037,436	5.09	29.58	2,037,436	29.58
30.64 to 31.90	241,445	5.33	31.34	241,445	31.34

Additional Information On Stock Option Activity

	Year Ended December 31		
	2011	2010	2009
Weighted-average grant date fair value of options granted	$3.96	$4.68	$6.26
Intrinsic value of options exercised	1,198	2,507	8,486
Fair value of shares vested	16,182	21,972	24,142
Tax benefit related to stock option expense	4,463	6,135	8,197

Summary Of Restricted Stock Unit Activity

	Employees	Directors	Total
Stock units outstanding January 1, 2011	2,648,843	70,386	2,719,229
Stock units issued	865,735	53,792	919,527
Shares issued	(710,293)	(21,797)	(732,090)
Stock units cancelled or forfeited(1)	(607,835)	—	(607,835)
Stock units outstanding at December 31, 2011	2,196,450	102,381	2,298,831
Weighted average grant date fair value	$15.02	$11.83	$14.90

(1) Pursuant to the terms of our stock unit plans, employees have the option of forfeiting stock units to cover their minimum statutory tax withholding when shares are issued. Stock units that are cancelled or forfeited may be available for future grants.

Stock Unit Grants And Stock Unit Expense

	Year Ended December 31		
	2011	2010	2009
Weighted-average grant date fair value of stock units granted	$10.33	$18.43	$19.78
Tax benefit related to stock unit expense	5,910	6,256	5,156

Summary Of Restricted Stock Activity

	Shares	Weighted-Average Grant Date Fair Value
Nonvested at January 1, 2011	64,074	$ 11.92
Restricted shares granted	69,611	10.44
Restricted shares vested	(61,421)	11.99
Restricted shares forfeited	—	—
Nonvested at December 31, 2011	72,264	10.43

Summary Of Cash Performance Units Activity

	Units
Outstanding at January 1, 2011	10,812,001
Granted	2,593,750
Converted/paid	—
Forfeited	(1,550,667)
Outstanding at December 31, 2011	11,855,084

Summary Of Phantom Stock Shares Activity

	Shares	Weighted-Average Grant Date Fair Value
Outstanding at January 1, 2011	—	$—
Granted	1,195,673	10.36
Converted/paid	(5,332)	10.35
Forfeited	(108,673)	10.35
Outstanding at December 31, 2011	1,081,668	10.36

Summary Of Share-Based Compensation Expense Recognized

	Year Ended December 31		
	2011	2010	2009
Stock Options	$11,800	$16,243	$22,288
Stock Units	19,608	20,629	17,109
Cash Performance Units	1,729	—	—
Phantom Shares	3,578	—	—

Debt (Senior Secured Credit Facility Narrative) (Details) (USD $)	12 Months Ended	3 Months Ended	0 Months Ended	12 Months Ended	12 Months Ended						12 Months Ended			
	Dec. 31, 2011	Mar. 31, 2011 Mountain High [Member]	Apr. 02, 2011 Private Label Yogurt Operations [Member]	Dec. 31, 2011 Revolving Credit Facility [Member]	Dec. 31, 2011 Swingline Loans [Member] Revolving Credit Facility [Member]	Dec. 31, 2011 Senior Secured Revolving Credit Facility [Member] Letter Of Credit [Member]	Dec. 31, 2011 Revolving Credit Facility Maturing On April 2, 2012 [Member]	Dec. 31, 2011 Revolving Credit Facility Maturing On April 2, 2014 [Member]	Dec. 31, 2011 Conditions Not Requiring Prior Approval Under Credit Agreement [Member]	Dec. 31, 2011 Conditions Not Requiring Prior Approval Under Credit Agreement [Member] Leverage Ratio Greater 4.5 Times [Member]	Dec. 31, 2011 Term Loan A [Member]	Dec. 31, 2011 Term Loan B [Member]	Dec. 31, 2011 Maximum [Member] Conditions Not Requiring Prior Approval Under Credit Agreement [Member]	Dec. 31, 2011 Maximum [Member] Conditions Not Requiring Prior Approval Under Credit Agreement [Member] Leverage Ratio Greater 4.5 Times [Member]
Debt Instrument [Line Items]														
Line of credit facility, maximum borrowing capacity				$ 1,500,000,000	$ 150,000,000	$ 350,000,000	$ 225,000,000	$ 1,275,000,000						
Term of debt, in years				5							5	7		
Debt instrument, principal amount											1,500,000,000	1,800,000,000		
Outstanding borrowings under term loan											660,000,000	1,720,000,000		
Line of credit, amount outstanding				100,000,000										
Average daily balance under facility				117,900,000										
Letters of credit outstanding amount				2,200,000										
Line of credit facility, date of first required payment							April 2, 2012	April 2, 2014						
Excess amount of asset sales requiring prepayment under senior secured credit facility	250,000,000													
Cash proceeds from sale of operations		85,000,000	93,000,000											
Single acquisition amount permitted under credit agreements													$ 500,000,000	$ 100,000,000
Ownership percentage, minimum									51.00%					
Maximum permitted leverage ratio										4.50				

Common Stock And Share-Based Compensation (Stock Unit Grants And Stock Unit Expense) (Details) (Restricted Stock Units [Member], USD $) In Thousands, except Per Share data, unless otherwise specified	12 Months Ended		
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Restricted Stock Units [Member]			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Restricted shares granted, Weighted-Average Grant Date Fair Value	$ 10.33	$ 18.43	$ 19.78
Tax benefit related to stock unit expense	$ 5,910	$ 6,256	$ 5,156

Goodwill And Intangible Assets (Tables)

12 Months Ended Dec. 31, 2011

Goodwill And Intangible Assets [Abstract]

Changes In The Carrying Amount Of Goodwill

	Fresh Dairy Direct	WhiteWave-Alpro	Morningstar	Total
	(In thousands)			
Balance at December 31, 2009	$2,223,565	$712,912	$336,337	$3,272,814
Acquisitions and purchase accounting adjustments	(4,696)	—	—	(4,696)
Foreign currency translation	—	(6,487)	—	(6,487)
Goodwill transferred to assets held for sale (1)	(55,084)	—	(27,355)	(82,439)
Balance at December 31, 2010	$2,163,785	$706,425	$308,982	$3,179,192
Goodwill impairment	(2,075,836)	—	—	(2,075,836)
Acquisitions and purchase accounting adjustments	—	—	—	—
Foreign currency translation	—	(3,655)	—	(3,655)
Divestitures (Note 2)	(1,108)	—	(2,888)	(3,996)
Other (2)	—	59,566	—	59,566
Balance at December 31, 2011	$86,841	$762,336	$306,094	$1,155,271

(1) In the fourth quarter of 2010, we entered into agreements to sell our Mountain High and private label yogurt operations. In connection with these divestitures, goodwill of $82.4 million was allocated to these operations and recorded as assets held for sale as of December 31, 2010.

(2) In 2011, we identified that we had not set up a deferred tax liability for a trademark acquired as part of our acquisition of WhiteWave in 2002. We corrected this error as of December 31, 2011 and recorded an increase in the goodwill attributable to our WhiteWave reporting unit of $59.6 million, with a corresponding increase in deferred tax liabilities. See Note 8.

Gross Carrying Amount And Accumulated Amortization Of Intangible Assets

	December 31					
	2011			2010		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
	(In thousands)					
Intangible assets with indefinite lives:						
Trademarks(1)	$586,663	$—	$586,663	$593,387	$—	$593,387
Intangible assets with finite lives:						
Customer-related and other (1)	131,751	(53,652)	78,099	133,829	(44,622)	89,207
Trademarks(1)(2)	10,564	(4,938)	5,626	18,614	(4,474)	14,140
Total	$728,978	$(58,590)	$670,388	$745,830	$(49,096)	$696,734

(1) We wrote off $4.6 million of indefinite-lived intangibles and $1.5 million of net finite-lived intangibles during 2011 related to the divestitures disclosed in Note 2. The remaining decrease in the carrying amount of intangible assets with indefinite lives is primarily the result of foreign currency translation adjustments.

(2) During 2011, we sold a trademark with a gross carrying amount of $7.5 million.

Amortization Expense On Intangible Assets

2012	$9.3 million
2013	9.2 million
2014	8.5 million
2015	8.5 million

2016	8.5 million

Summary Of Significant Accounting Policies (Narrative) (Details) (USD $)	12 Months Ended			3 Months Ended				12 Months Ended	
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009	Jun. 30, 2011 Joint Venture [Member]	Dec. 31, 2011 Fresh Dairy Direct [Member]	Dec. 31, 2010 Fresh Dairy Direct [Member]	Dec. 31, 2010 Morningstar [Member]	Dec. 31, 2011 Write-Down Of Assets [Member]	Dec. 31, 2010 Write-Down Of Assets [Member]
Summary Of Significant Accounting Policies [Line Items]									
Number of local and regional brands and private labels	50								
Percentage of joint venture owned	50.00%			50.00%					
Description of effect on previously reported segment information for change in composition of reportable segments	In the fourth quarter of 2011, our Chief Executive Officer, who is our chief operating decision maker, changed the way he determines strategy and investment plans for our operations. As a result, beginning in the fourth quarter of 2011, our Fresh Dairy Direct and Morningstar operations were separated so that our three reporting segments consisted of Fresh Dairy Direct, WhiteWave-Alpro and Morningstar. This change reflects the divergence between the go-to market strategies, customer bases and objectives of our businesses and reflects a change in how we expect to deploy our capital in the future. We								

	believe these revised segments have increased internal focus and offered management and investors improved visibility into the performance of the segments against their specific objectives. All segment results set forth herein have been recast to present results on a comparable basis. These changes had no impact on consolidated net sales or operating income.							
Number of reporting segments	3							
Prepaid expenses and other current assets				$ 1,800,000	$ 2,300,000			
Assets held for sale	3,182,000	117,114,000			55,600,000	61,500,000		
Write-down charge of closed facility assets	45,688,000	30,761,000					16,500,000	13,200,000
Tax provision for accumulated foreign earnings	0							
Accumulated foreign earnings	86,400,000							
Advertising expense	176,400,000	190,700,000	174,300,000					
Shipping and handling costs	1,500,000,000	1,400,000,000	1,300,000,000					
Research and development expense	$ 19,700,000	$ 25,800,000	$ 25,500,000					

Income Taxes (Narrative) (Details) (USD $)	3 Months Ended	12 Months Ended		
	Sep. 30, 2011	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Income Tax Examination [Line Items]				
Deferred tax asset adjustment, amount	$ 16,000,000		$ 10,848,000	
State and foreign net operating loss carry forwards		30,881,000 [1]	28,902,000 [2]	
State and foreign tax credits		10,070,000 [1]	11,143,000 [2]	
Valuation allowance		9,176,000 [1]	7,660,000 [2]	
Increase in valuation allowance		1,500,000		
Unrecognized tax benefits that would impact effective tax rate		26,800,000		
Unrecognized tax benefit that would be offset by tax benefits associated with transfer pricing adjustment		4,800,000		
Unrecognized tax benefit with uncertainty about timing of deductibility		10,100,000		
Interest expense, net of tax		0	(1,600,000)	1,100,000
Accrued interest		4,100,000	4,900,000	
Tax years subject to examination		2008 to 2010		
WhiteWave Reporting Unit [Member]				
Income Tax Examination [Line Items]				
Deferred tax liabilities increase to the goodwill		$ 59,600,000		

[1] Includes $10.1 million of deferred tax assets related to uncertain tax positions.

[2] Includes $14.3 million of deferred tax assets related to uncertain tax positions.

Employee Retirement And Profit Sharing Plans (Estimated Pension Plan Benefit Payments To Participants For The Next Ten Years) (Details) (Employee Retirement And Profit Sharing Plans [Member], USD $) In Millions, unless otherwise specified	Dec. 31, 2011
Employee Retirement And Profit Sharing Plans [Member]	
Defined Benefit Plan Disclosure [Line Items]	
2012	$ 20.3
2013	19.9
2014	20.3
2015	19.9
2016	20.4
Next five years	$ 108.7

Property, Plant And Equipment (Components Of Property, Plant And Equipment) (Details) (USD $) In Thousands, unless otherwise specified	Dec. 31, 2011	Dec. 31, 2010
Property, Plant And Equipment [Abstract]		
Land	$ 250,929	$ 242,666
Buildings	942,703	927,836
Leasehold improvements	91,544	89,337
Machinery and equipment	2,510,253	2,381,545
Construction in progress	129,331	91,461
Property, plant and equipment, gross	3,924,760	3,732,845
Less accumulated depreciation	(1,810,380)	(1,619,454)
Total	$ 2,114,380	$ 2,113,391

Facility Closing And Reorganization Costs (Tables)

12 Months Ended Dec. 31, 2011

Facility Closing And Reorganization Costs [Abstract]

Approved Plans And Related Charges

	Year Ended December 31		
	2011	2010	2009
		(In thousands)	
Fresh Dairy Direct:			
Closure of facilities(1)	$18,751	$21,350	$29,021
Broad-based reduction of facility and distribution personnel(2)	(282)	3,404	—
Organization Optimization Initiative(3)	4,269	—	—
Management Realignment(5)	(194)	3,100	—
Other	—	—	65
Total Fresh Dairy Direct	22,544	27,854	29,086
Morningstar Closure of facility (6)	—	—	1,076
Corporate:			
Department Realignment(4)	2,535	2,907	—
Organization Optimization Initiative(3)	20,609	—	—
Total Corporate	23,144	2,907	—
Total	$45,688	$30,761	$30,162

(1) These charges in 2011, 2010 and 2009 primarily relate to facility closures in Newport, Kentucky; Baxley, Georgia; Florence, South Carolina; and Flint, Michigan, as well as previously announced closures. We have incurred $55.1 million of charges related to these initiatives to date. We expect to incur additional charges related to these facility closures of $0.7 million, related to shutdown and other costs. As we continue the evaluation of our supply chain described more fully below it is likely that we will close additional facilities in the future.

(2) These charges relate to a plan to reduce the workforce within our Fresh Dairy Direct segment impacting approximately 230 positions. Implementation began during the second quarter of 2010 and was carried out over the balance of the year. The reduction in workforce affected employees across the country and was a result of operational changes from supply chain initiatives. The workforce reduction costs related to this plan were part of an existing benefit arrangement; therefore, the full amount of expected severance benefits was accrued during the second quarter of 2010. We incurred total charges of $3.1 million related to this initiative and do not expect to incur any additional charges going forward.

(3) In the first quarter of 2011 we initiated a significant cost reduction program that is incremental to our other ongoing cost-savings initiatives. This initiative is focused on permanently removing costs out of our business through organizational and corporate departmental redesigns, driven by process simplification and standardization, centralization of activities and reorganization to drive growth in our core customers and categories. As part of this program, we eliminated approximately 300 corporate and field positions by the end of 2011. The charges recorded during 2011 relate to workforce reduction costs associated with the first four tranches of this program and include costs associated with eliminating the position filled by our then President and Chief Operating Officer. The charges incurred under this plan also include workforce reduction and shutdown costs associated with the closure of several distribution facilities within Fresh Dairy Direct that were a direct result of the organizational redesigns noted above. We have incurred $24.9 million of charges related to this initiative to date, and we expect to incur additional charges of approximately $0.4 million related to shutdown and other costs.

(4) In 2010, as a result of peer comparisons and our ongoing cost control initiatives, our management team approved a multi-year cost reduction plan aimed at centralization and process improvement, as well as business unit and functional organization redesigns. Charges in 2011 relate to workforce reduction costs

associated with this plan. The plan was implemented during the fourth quarter of 2010 beginning with the redesign of certain functions within human resources, legal and finance. The plan has resulted in the elimination of approximately 75 positions throughout 2011 as each function has reorganized its processes in line with the peer comparisons and internally developed functional blueprints as approved by an executive operating team. We have incurred $5.4 million of charges related to this initiative to date and do not expect to incur any additional charges going forward.

(5) In 2010, we realigned management positions within our Fresh Dairy Direct segment to facilitate supply-chain and commercial focused functions across the segment. This resulted in the elimination of the position filled by the then President of Fresh Dairy Direct and we incurred $2.9 million of workforce reduction costs. We do not expect additional costs related to this initiative; however, as described more fully below, we continue to evaluate opportunities to further align and integrate our Fresh Dairy Direct operations, which could result in additional charges in the future.

(6) These charges in 2009 relate to shut down and other costs associated with the previously announced closure of a facility in Belleville, Pennsylvania. We incurred total charges of $4.7 million under this plan and do not expect to incur any additional charges going forward.

Facility Closing And Reorganization Costs

	Accrued Charges at December 31, 2009	Charges	Payments	Accrued Charges at December 31, 2010	Charges	Payments	Accrued Charges at December 31, 2011
				(In thousands)			
Cash charges:							
Workforce reduction costs	$ 2,319	$13,011	$(11,470)	$ 3,860	$25,171	$(23,846)	$ 5,185
Shutdown costs	23	2,419	(2,426)	16	2,648	(2,705)	(41)
Lease obligations after shutdown	—	254	(254)	—	240	(240)	—
Other	19	552	(566)	5	852	(854)	3
Subtotal	$ 2,361	16,236	$(14,716)	$ 3,881	28,911	$(27,645)	$ 5,147
Non-cash charges:							
Write-down of assets(1)		13,173			16,535		
(Gain)/Loss on sale of related assets		562			(54)		
Pension curtailment		790			—		
Other		—			296		
Total charges		$30,761			$45,688		

(1) The write-down of assets relates primarily to owned buildings, land and equipment of those facilities identified for closure. The assets were tested for recoverability at the time the decision to close the facilities was more likely than not to occur. Estimates of future cash flows used to test the recoverability of the assets included the net cash flows directly associated with and that are expected to arise as a direct result of the use and eventual disposition of the assets. The inputs for the fair value calculation were based on assessment of an individual asset's alternative use within other production facilities, evaluation of recent market data and historical liquidation sales values for similar assets.

Divestitures, Discontinued Operations And Acquisitions	12 Months Ended Dec. 31, 2011
Divestitures, Discontinued Operations And Acquisitions [Abstract]	
Divestitures, Discontinued Operations And Acquisitions	

2. DIVESTITURES, DISCONTINUED OPERATIONS AND ACQUISITIONS

Divestitures

In the second quarter of 2011, we began evaluating strategic alternatives related to our 50% owned joint venture between WhiteWave and Hero Group, which is a part of our WhiteWave-Alpro segment. During the third quarter of 2011, due to continued poor performance by the venture and a desire on our part to invest in core operations, a recommendation was made to, and approved by, the joint venture partners to wind down the joint venture operations during the fourth quarter of 2011. In conjunction with this action plan, we wrote down the joint venture's long-lived assets to fair value less costs to sell as of September 30, 2011. Additionally, based on our continuing level of involvement with the joint venture, we have continued to consolidate the venture in our Consolidated Financial Statements. We completed the majority of the wind-down of the joint venture during the fourth quarter of 2011. As of December 31, 2011, $3.2 million of machinery and equipment related to the joint venture were recorded within the assets held for sale line item on our Consolidated Balance Sheets. Upon completion of the wind-down in the first half of 2012, we may incur additional charges related to the final settlement with our joint venture partner, Hero Group.

In the first quarter of 2011, we committed to a plan to sell the fluid milk operations at our Fresh Dairy Direct manufacturing facility in Waukesha, Wisconsin ("Waukesha") as a result of the settlement of the United States Department of Justice ("DOJ") civil action related to our acquisition of the Consumer Products Division of Foremost Farms USA in April 2009. This operation did not meet the requirements to be accounted for as a discontinued operation. On September 8, 2011, we completed the sale of our Waukesha facility.

In the fourth quarter of 2010, we entered into two separate agreements to sell our Mountain High and private label yogurt operations. These operations did not meet the requirements to be accounted for as discontinued operations. The Mountain High yogurt operation was part of our Fresh Dairy Direct segment, and the private label yogurt operations were a part of our Fresh Dairy Direct and Morningstar segments.

On February 1, 2011, we completed the sale of our Mountain High yogurt operations for cash proceeds of approximately $85 million. We used the proceeds from the sale to prepay a portion of the outstanding 2012 tranche A term loan borrowings under our senior secured credit facility. We completed the sale of our private label yogurt operations for cash proceeds of approximately $93 million on April 1, 2011 and used the proceeds for additional debt repayments, including the full repayment of the remaining outstanding 2012 tranche A term loan borrowings. See Note 9.

We recorded a net pre-tax gain of $16.8 million during the year ended December 31, 2011, related to our divestitures. The gain was recorded in other operating income in our Consolidated Statements of Operations.

The following is a summary of the assets and liabilities of our Mountain High and private label yogurt operations that were held for sale as of December 31, 2010 (in thousands):

	Fresh Dairy Direct	Morningstar	Total
Assets:			
Current assets	$—	$8,329	$8,329
Property, plant and equipment, net	521	25,825	26,346
Goodwill, identifiable intangible and other assets, net	55,084	27,355	82,439
Assets held for sale	$55,605	$61,509	$117,114
Liabilities:			
Accounts payable and accrued expenses	$—	$3,839	$3,839

Discontinued Operations

During the second quarter of 2010, we committed to a plan to sell the business operations of Rachel's, which provided organic branded dairy-based chilled yogurt, milk and related dairy products primarily in the United Kingdom. We completed the sale of our Rachel's business on August 4, 2010 and recognized a gain of $5.7 million, net of tax. Our Rachel's operations, previously reported within the WhiteWave-Alpro segment, have been reclassified as discontinued operations in our Consolidated Financial Statements for the years ended December 31, 2010 and 2009.

In September 2011, we recorded an additional pre-tax gain on the sale of Rachel's of $4.1 million as a result of the final working capital cash settlement, which has been recorded in gain on sale of discontinued operations, net of tax in our Consolidated Statements of Operations.

The following is a summary of Rachel's operating results, which are included in discontinued operations:

	Year Ended December 31	
	2010	2009
	(In thousands)	
Operations:		
Net sales	$26,319	$44,606
Income (loss) before income taxes	(3,783)	(642)
Income tax	1,399	(220)
Net income (loss)	$(2,384)	$(862)

In 2010 we recognized expense of $121,000 related to prior discontinued operations. In 2010 and 2009, we recognized a gain of $1.8 million and a gain of $89,000 on the sale of prior discontinued operations.

During the years ended December 31, 2011 and 2010, we recorded expenses of approximately $1.5 million and $9.8 million in connection with the Mountain High, private label yogurt, Waukesha and Rachel's sales as well as other transactional activities. Of this amount, $3.6 million was recorded in discontinued operations during the year ended December 31, 2010. The remaining amount is recorded in general and administrative expenses in our Consolidated Statements of Operations.

Acquisitions

During 2009, we completed the acquisition of Alpro, as well as several other businesses that were not material individually or in the aggregate. The pro-forma impact of these acquisitions would not have materially changed our 2009 reported net earnings. In relation to these acquisitions and other transactional activities, we recorded expenses of approximately $31.3 million for the year ended December 31, 2009, which were recorded in general and administrative expenses in our Consolidated Statements of Operations.

Postretirement Benefits Other Than Pensions (Narrative) (Details) (Postretirement Benefits [Member], USD $)	12 Months Ended	
	Dec. 31, 2011	Dec. 31, 2010
Postretirement Benefits [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Unrecognized prior service costs, before tax	$ (794,000)	$ (225,000)
Unrecognized prior service costs, net of tax	(483,000)	(138,000)
Unrecognized actuarial losses, before tax	(2,800,000)	(4,200,000)
Unrecognized actuarial losses, net of tax	(1,700,000)	(2,600,000)
Prior service costs expected to be recognized next fiscal year	26,000	
Prior service costs expected to be recognized next fiscal year, net of tax	16,000	
Actuarial losses expected to be recognized next fiscal year	129,000	
Actuarial losses expected to be recognized next fiscal year, net of tax	79,000	
Unfunded portion of the liability	(32,508,000)	(17,551,000)
Accrued postretirement liability, current	2,800,000	
Postretirement health care plans, expected contribution in 2012	$ 2,800,000	

Goodwill And Intangible Assets (Narrative) (Details) (USD $)	3 Months Ended		12 Months Ended									3 Months Ended		3 Months Ended	
	Dec. 31, 2011	Sep. 30, 2011	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009	Dec. 31, 2011 Fresh Dairy Direct [Member]	Dec. 31, 2009 Fresh Dairy Direct [Member]	Dec. 01, 2011 Fresh Dairy Direct [Member]	Dec. 01, 2011 Morningstar [Member]	Dec. 01, 2011 WhiteWave [Member]	Dec. 01, 2011 Alpro [Member]	Sep. 30, 2011 Minimum [Member]	Dec. 31, 2011 Minimum [Member]	Sep. 30, 2011 Maximum [Member]	Dec. 31, 2011 Maximum [Member]
Indefinite-lived Intangible Assets by Segment [Line Items]															
Non-cash impairment charge	$ 149,800,000	$ 1,900,000,000	$ 2,075,836,000	$ 0	$ 0	$ 2,075,836,000						$ 1,900,000,000		$ 2,100,000,000	
Non-cash impairment charge, net of tax	57,900,000	1,600,000,000	1,600,000,000												
Terminal growth rates utilized in calculating fair value of reporting units													1.00%		3.50%
Fair value of reporting unit in excess of book value amount								512,000,000	510,000,000	1,200,000,000	193,000,000				
Fair value of reporting unit in excess of book value percentage								28.60%	94.50%	106.70%	46.40%				
Impairment charges							500,000								
Amortization expense on intangible assets			$ 10,500,000	$ 11,300,000	$ 9,600,000										

Segment, Geographic And Customer Information (Narrative) (Details)	12 Months Ended			3 Months Ended	12 Months Ended	
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009	Jun. 30, 2011 Joint Venture [Member]	Dec. 31, 2011 Fresh Dairy Direct [Member]	Dec. 31, 2011 Morningstar [Member]
Segment Reporting Information [Line Items]						
Number of manufacturing facilities					77	12
Percentage of joint venture owned	50.00%			50.00%		
Major customer, percentage of sales	19.00%	19.00%	19.00%			

Earnings Per Share (Tables)

	12 Months Ended Dec. 31, 2011
Earnings (Loss) Per Share [Abstract]	
Earnings (Loss) Per Share	

	Year Ended December 31		
	2011	2010	2009
	(In thousands, except share data)		
Basic earnings (loss) per share computation:			
Numerator:			
Income (loss) from continuing operations	$(1,595,787)	$77,740	$228,620
Net loss attributable to non-controlling interest	16,550	8,735	12,461
Income (loss) from continuing operations attributable to Dean Foods Company	$(1,579,237)	$86,475	$241,081
Denominator:			
Average common shares	183,388,220	181,799,306	170,986,886
Basic earnings (loss) per share from continuing operations attributable to Dean Foods Company	$(8.61)	$0.48	$1.41
Diluted earnings (loss) per share computation:			
Numerator:			
Income (loss) from continuing operations	$(1,595,787)	$77,740	$228,620
Net loss attributable	16,550	8,735	12,461

to non-controlling interest			
Income (loss) from continuing operations attributable to Dean Foods Company	$(1,579,237)	$86,475	$241,081
Denominator:			
Average common shares — basic	183,388,220	181,799,306	170,986,886
Stock option conversion(1)	—	574,094	2,474,227
Stock units(2)	—	488,402	397,190
Average common shares — diluted	183,388,220	182,861,802	173,858,303
Diluted earnings (loss) per share from continuing operations attributable to Dean Foods Company	$(8.61)	$0.47	$1.39

(1) Anti-dilutive options excluded	20,763,870	19,681,022	12,846,720
(2) Anti-dilutive stock units excluded	2,499,769	158,991	57,664

Summary Of Significant Accounting Policies (Policy)	12 Months Ended Dec. 31, 2011
Summary Of Significant Accounting Policies [Abstract]	
Nature Of Our Business	*Nature of Our Business* — We are a leading food and beverage company in the United States, as well as a global leader in branded plant-based beverages, such as soy, almond and coconut milks, and other plant-based food products. As we continue to evaluate and seek to maximize the value of our strong brands and product offerings, we have aligned our leadership teams, operating strategies and supply chain initiatives around our three lines of business: Fresh Dairy Direct, WhiteWave-Alpro and Morningstar. Fresh Dairy Direct is the largest processor and distributor of milk and other dairy products in the country, with products sold under more than 50 familiar local and regional brands and a wide array of private labels. WhiteWave-Alpro markets and sells a variety of nationally branded dairy and dairy-related products, such as *Horizon Organic* milk and other dairy products, *International Delight* coffee creamers and *LAND O LAKES* creamers and fluid dairy products, and *Silk* plant-based beverages such as soy, almond and coconut milks and cultured soy products. WhiteWave-Alpro also offers branded plant-based beverages, such as soy, almond and hazelnut drinks, and food products in Europe and markets its products under the *Alpro* and *Provamel* brands. Morningstar is a leading U.S. manufacturer of ESL creams and creamers, beverage and cultured dairy products with an emphasis on foodservice and private label retail customers. These products include half and half, whipping cream, ice cream mix, value-added milks, sour cream and cottage cheese under an array of private labels and the *Friendship* brand.
Basis Of Presentation And Consolidation	*Basis of Presentation and Consolidation* — Our Consolidated Financial Statements are prepared in accordance with U.S. generally accepted accounting principles ("GAAP"), and include the accounts of our wholly-owned subsidiaries, as well as those of our 50% owned joint venture between WhiteWave and Hero Group ("Hero"). The resulting non-controlling interest's share in the equity of the joint venture is presented as a separate component of stockholders' equity in the Consolidated Balance Sheets and Consolidated Statements of Stockholders' Equity (Deficit), and the net loss attributable to the non-controlling interest is presented in the Consolidated Statements of Operations. See Note 2 for information regarding the wind down of the joint venture. All intercompany balances and transactions are eliminated in consolidation. As of December 31, 2011, we have presented an accrual related to a proposed litigation settlement in a new line item entitled current portion of litigation settlements. In prior periods, litigation settlement accruals were presented within the accounts payable and other accrued expenses line item. Our historical balance sheet has been recast to conform to the current presentation. See Note 18 for further information regarding our litigation settlements. Unless otherwise indicated, references in the report to "we," "us" or "our" refer to Dean Foods Company and its subsidiaries, taken as a whole In the fourth quarter of 2011, our Chief Executive Officer, who is our chief operating decision maker, changed the way he determines strategy and investment plans for our operations. As a result, beginning in the fourth quarter of 2011, our Fresh Dairy Direct and Morningstar operations were separated so that our three reporting segments consisted of Fresh Dairy Direct, WhiteWave-Alpro and Morningstar. This change reflects the divergence between the go-to market strategies, customer bases and objectives of our businesses and reflects a change in how we expect

to deploy our capital in the future. We believe these revised segments have increased internal focus and offered management and investors improved visibility into the performance of the segments against their specific objectives. All segment results set forth herein have been recast to present results on a comparable basis. These changes had no impact on consolidated net sales or operating income.

During the second quarter of 2010, we committed to a plan to sell the business operations of our Rachel's Dairy companies ("Rachel's"), which provide organic branded dairy-based chilled yogurt, milk and related dairy products primarily in the United Kingdom. The sale of these operations was completed on August 4, 2010. All of our Rachel's operations, previously reported within the WhiteWave-Alpro segment, have been reclassified as discontinued operations. See Note 2. Unless stated otherwise, any reference to income statement items in these financial statements refers to results from continuing operations.

Use Of Estimates

Use of Estimates — The preparation of our Consolidated Financial Statements in conformity with GAAP requires us to use our judgment to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the Consolidated Financial Statements and the reported amounts of net sales and expenses during the reporting period. Actual results could differ from these estimates under different assumptions or conditions.

Cash Equivalents

Cash Equivalents — We consider temporary investments with an original maturity of three months or less to be cash equivalents.

Inventories

Inventories — Inventories are stated at the lower of cost or market. Our products are valued using the first-in, first-out method. The costs of finished goods inventories include raw materials, direct labor and indirect production and overhead costs. Reserves for obsolete or excess inventory are not material.

Property, Plant And Equipment

Property, Plant and Equipment — Property, plant and equipment are stated at acquisition cost, plus capitalized interest on borrowings during the actual construction period of major capital projects. Also included in property, plant and equipment are certain direct costs related to the implementation of computer software for internal use. Depreciation is calculated using the straight-line method typically over the following range of estimated useful lives of the assets:

Asset	Useful Life
Buildings	15 to 40 years
Machinery and equipment	3 to 20 years
Leasehold improvements	Over the terms of the applicable lease agreements

We test property, plant and equipment for impairment when circumstances indicate that the carrying value may not be recoverable. Indicators of impairment could include significant changes in business environment or the planned closure of a facility. Considerable management judgment is necessary to evaluate the impact of operating changes and to estimate future cash flows. Assumptions used in our impairment evaluations include product development, volume growth and contribution margins. Leasehold improvements are amortized over the shorter of their lease term or their estimated useful lives. Expenditures for repairs and maintenance which do not improve or extend the life of the assets are expensed as incurred.

Goodwill And Intangible Assets

Goodwill and Intangible Assets — Identifiable intangible assets, other than indefinite-lived trademarks, are typically amortized over the following range of estimated useful lives:

Asset	Useful Life
Customer relationships	5 to 15 years
Certain finite-lived trademarks	5 to 15 years
Customer supply contracts	Over the terms of the agreements
Noncompetition agreements	Over the terms of the agreements
Deferred financing costs	Over the terms of the related debt

In accordance with Accounting Standards related to "Goodwill and Other Intangible Assets", we do not amortize goodwill and other intangible assets determined to have indefinite useful lives. Instead, we conduct impairment tests on our goodwill and indefinite-lived trademarks annually and when circumstances indicate that the carrying value may not be recoverable. To determine whether impairment exists, we primarily utilize a discounted future cash flow analysis.

Assets Held For Sale

Assets Held for Sale — We classify assets as held for sale when management approves and commits to a formal plan of sale and our expectation is that the sale will be completed within one year. The carrying value of the net assets of the business held for sale are then recorded at the fair market value, less costs to sell. As of December 31, 2011, $3.2 million assets held for sale related to the wind-down of our Hero joint venture within the WhiteWave-Alpro segment, were recorded within the assets held for sale line item on our Consolidated Balance Sheets and are no longer being depreciated. As of December 31, 2010, assets related to the sale of our yogurt operations of $55.6 million and $61.5 million, within Fresh Dairy Direct and Morningstar, respectively, were recorded within the assets held for sale line item on our Consolidated Balance Sheets and are no longer being depreciated. See Note 2. As of December 31, 2011 and 2010, assets of $1.8 million and $2.3 million, respectively, related to facilities that are closed or to be closed, were held for sale and recorded in the prepaid expenses and other current assets line on our Consolidated Balance Sheets within our Fresh Dairy Direct segment and are no longer being depreciated. In 2011 and 2010, we recorded charges of $16.5 million and $13.2 million, respectively, primarily to write down certain of the closed facility assets to their estimated fair value. These charges were recorded within facility closing and reorganization costs. See Note 16.

Foreign Currency Translation

Foreign Currency Translation — The financial statements of our foreign subsidiaries are translated to U.S. dollars. The functional currency of our foreign subsidiaries is generally the local currency of the country. Accordingly, assets and liabilities of the foreign subsidiaries are translated to U.S. dollars at year-end exchange rates. Income and expense items are translated at the average rates prevailing during the year. Changes in exchange rates that affect cash flows and the related receivables or payables are recognized as transaction gains and losses and are recognized in the statement of operations with their related operational activity. Currently, an immaterial amount of transaction gains and losses are reflected in general and administrative expense in our Consolidated Statements of Operations. The cumulative translation adjustment in our Consolidated Statements of Stockholders' Equity (Deficit) reflects the unrealized adjustments resulting from translating the financial statements of our foreign subsidiaries.

Share-Based Compensation

Share-Based Compensation — Share-based compensation expense is recognized for equity awards over the vesting period based on their grant date fair value. The fair value of option awards is estimated at the date of grant using the Black-Scholes valuation model. The fair value of restricted stock unit awards is equal to the closing price of our stock on the date of grant. The fair value of our phantom shares is remeasured at each reporting period based on the closing price of our common stock on the last day of the respective reporting period. Compensation expense is recognized only for equity awards expected to vest. We estimate forfeitures at the date of grant based on our historical experience and future expectations. Share-based compensation expense is included within the same financial statement caption where the recipient's cash compensation is reported and is classified as a corporate item for segment reporting. See Note 11.

Revenue Recognition, Sales Incentives And Accounts Receivable

Revenue Recognition, Sales Incentives and Accounts Receivable — Sales are recognized when persuasive evidence of an arrangement exists, the price is fixed or determinable, the product has been delivered to the customer and there is a reasonable assurance of collection of the sales proceeds. Sales are recorded net of allowances for returns, trade promotions and prompt pay and other discounts. We routinely offer sales incentives and discounts through various regional and national programs to our customers and consumers. These programs include rebates, shelf-price reductions, in-store display incentives, coupons and other trade promotional activities. These programs, as well as amounts paid to customers for shelf-space in retail stores, are considered reductions in the price of our products and thus are recorded as reductions to gross sales. Some of these incentives are recorded by estimating incentive costs based on our historical experience and expected levels of performance of the trade promotion. We maintain liabilities at the end of each period for the estimated incentive costs incurred but unpaid for these programs. Differences between estimated and actual incentive costs are normally insignificant and are recognized in earnings in the period such differences are determined.

We provide credit terms to customers generally ranging up to 30 days, perform ongoing credit evaluations of our customers and maintain allowances for potential credit losses based on our historical experience. Estimated product returns have not historically been material.

Income Taxes

Income Taxes — All of our wholly-owned U.S. operating subsidiaries, as well as our proportional share of the operations of our unconsolidated affiliates and our consolidated joint venture, are included in our U.S. federal consolidated tax return. Our foreign subsidiaries are required to file local jurisdiction income tax returns with respect to their operations, the earnings from which are expected to be reinvested indefinitely. At December 31, 2011, no provision had been made for U.S. federal or state income tax on approximately $86.4 million of accumulated foreign earnings as they are considered to be indefinitely reinvested. Computation of the potential deferred tax liability associated with these undistributed earnings and other basis differences is not practicable.

Deferred income taxes arise from temporary differences between amounts recorded in the Consolidated Financial Statements and tax bases of assets and liabilities using enacted tax rates in effect for the years in which the differences are expected to reverse. Deferred tax assets, including the benefit of net operating loss and tax credit carry forwards, are evaluated based on the guidelines for realization and are reduced by a valuation allowance if deemed necessary.

We recognize the income tax benefit from an uncertain tax position when it is more likely than not that, based on technical merits, the position will be sustained upon examination, including resolutions of any related appeals or litigation processes. We recognize accrued interest related to uncertain tax positions as a component of income tax expense, and penalties, if incurred, are recognized as a component of operating income.

Advertising Expense

Advertising Expense — We market our products through advertising and other promotional activities, including media, agency, coupons, trade shows and other promotional activities. Advertising expense is charged to income during the period incurred, except for expenses related to the development of a major commercial or media campaign which are charged to income during the period in which the advertisement or campaign is first presented by the media. Advertising expense totaled $176.4 million in 2011, $190.7 million in 2010 and $174.3 million in 2009. Prepaid advertising was not material as of December 31, 2011 and 2010.

Shipping And Handling Fees

Shipping and Handling Fees — Our shipping and handling costs are included in both cost of sales and selling and distribution expense, depending on the nature of such costs. Shipping and handling costs included in cost of sales reflect inventory warehouse costs and product loading and handling costs. Shipping and handling costs included in selling and distribution expense consist primarily of those costs associated with moving finished products from production facilities through our distribution network, including costs associated with its distribution centers, route delivery costs and the cost of shipping products to customers through third party carriers. Shipping and handling costs that were recorded as a component of selling and distribution expense were $1.5 billion, $1.4 billion and $1.3 billion during 2011, 2010 and 2009, respectively.

Insurance Accruals

Insurance Accruals — We retain selected levels of property and casualty risks, primarily related to employee health care, workers' compensation claims and other casualty losses. Many of these potential losses are covered under conventional insurance programs with third party carriers with high deductible limits. In other areas, we are self-insured with stop-loss coverage. Accrued liabilities for incurred but not reported losses related to these retained risks are calculated based upon loss development factors which contemplate a number of factors including claims history and expected trends.

Research And Development

Research and Development — Our research and development activities primarily consist of generating and testing new product concepts, new flavors and packaging. Our total research and development expense was $19.7 million, $25.8 million and $25.5 million for 2011, 2010 and 2009, respectively. Research and development costs are primarily included in general and administrative expenses in our Consolidated Statements of Operations.

Valuation And Qualifying Accounts	12 Months Ended Dec. 31, 2011
Valuation and Qualifying Accounts [Abstract]	
Valuation And Qualifying Accounts	

DEAN FOODS COMPANY AND SUBSIDIARIES
VALUATION AND QUALIFYING ACCOUNTS
Years Ended December 31, 2011, 2010 and 2009

Description	Balance at Beginning of Period	Charged to (Reduction in) Costs and Expenses	Other	Deductions	Balance at End of Period
			(In thousands)		
Year ended December 31, 2011					
Allowance for doubtful accounts	$15,347	$1,996	$(160)	$(6,292)	$10,891
Deferred tax asset valuation allowances	7,660	1,516	—	—	9,176
Year ended December 31, 2010					
Allowance for doubtful accounts	$16,888	$7,956	$(1,379)	$(8,118)	$15,347
Deferred tax asset valuation allowances	9,108	(1,448)	—	—	7,660
Year ended December 31, 2009					
Allowance for doubtful accounts	$ 17,429	$ 2,496	$ 1,179	$ (4,216)	$ 16,888
Deferred tax asset valuation allowances	9,645	(537)	—	—	9,108

Common Stock And Share-Based Compensation (Summary Of Phantom Shares Activity) (Details) (Phantom Shares [Member], USD $)	12 Months Ended Dec. 31, 2011
Phantom Shares [Member]	
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]	
Granted	1,195,673
Converted/paid	(5,332)
Forfeited	(108,673)
Outstanding ending	1,081,668
Granted, Weighted-Average Grant Date Fair Value	$ 10.36
Converted/paid, Weighted Average Grant Date Fair Value	$ 10.35
Forfeited, Weighted Average Grant Date Fair Value	$ 10.35
Outstanding ending balance, Weighted-Average Grant Date Fair Value	$ 10.36

Divestitures, Discontinued Operations And Acquisitions (Summary Of Assets And Liabilities Held For Sale) (Details) (USD $) In Thousands, unless otherwise specified	Dec. 31, 2011	Dec. 31, 2010
Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items]		
Current assets		$ 8,329
Property, plant and equipment, net		26,346
Goodwill, identifiable intangible and other assets		82,439
Assets held for sale	3,182	117,114
Accounts payable and accrued expenses		3,839
Fresh Dairy Direct [Member]		
Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items]		
Current assets		
Property, plant and equipment, net		521
Goodwill, identifiable intangible and other assets		55,084
Assets held for sale		55,605
Accounts payable and accrued expenses		
Morningstar [Member]		
Income Statement, Balance Sheet and Additional Disclosures by Disposal Groups, Including Discontinued Operations [Line Items]		
Current assets		8,329
Property, plant and equipment, net		25,825
Goodwill, identifiable intangible and other assets		27,355
Assets held for sale		61,509
Accounts payable and accrued expenses		$ 3,839

Other Comprehensive Income (Loss) (Tables)	12 Months Ended Dec. 31, 2011
Other Comprehensive Income (Loss) [Abstract]	
Components Of Accumulated Other Comprehensive Income (Loss)	

	December 31	
	2011	2010
	(In thousands)	
Cumulative translation adjustment	$(36,977)	$(24,239)
Fair value of derivative instruments, net of tax	(63,662)	(40,100)
Pension and other postretirement liability adjustment, net of tax	(98,881)	(82,314)
Total accumulated other comprehensive loss	$(199,520)	$(146,653)

Earnings (Loss) Per Share (Policy)	12 Months Ended Dec. 31, 2011
Earnings (Loss) Per Share [Abstract]	
Earnings (Loss) Per Share	Basic earnings (loss) per share is based on the weighted average number of common shares outstanding during each period. Diluted earnings (loss) per share is based on the weighted average number of common shares outstanding and the effect of all dilutive common stock equivalents outstanding during each period. Stock option conversions and stock units were not included in the computation of diluted loss per share for the year ended December 31, 2011 as we incurred a loss for this period and any effect on loss per share would have been anti-dilutive. The following table reconciles the numerators and denominators used in the computations of both basic and diluted earnings (loss) per share:

Commitments And Contingencies (Policy)	12 Months Ended Dec. 31, 2011
Commitments And Contingencies [Abstract]	
Lease And Purchase Obligations	*Lease and Purchase Obligations* — We lease certain property, plant and equipment used in our operations under both capital and operating lease agreements. Such leases, which are primarily for machinery, equipment and vehicles, have lease terms ranging from one to 20 years. We did not have any material capital lease obligations as of December 31, 2011 or 2010. Certain of the operating lease agreements require the payment of additional rentals for maintenance, along with additional rentals based on miles driven or units produced. Certain leases require us to guarantee a minimum value of the leased asset at the end of the lease. Our maximum exposure under those guarantees is not a material amount. Rent expense was $145.1 million, $158.5 million and $158.4 million for 2011, 2010 and 2009, respectively.

Future minimum payments at December 31, 2011, under non-cancelable operating leases with terms in excess of one year are summarized below:

	Operating Leases (In thousands)
2012	$108,915
2013	85,701
2014	67,225
2015	50,219
2016	29,335
Thereafter	89,534
Total minimum lease payments	$430,929

We have entered into various contracts, in the normal course of business, obligating us to purchase minimum quantities of raw materials used in our production and distribution processes, including diesel fuel, soybeans and organic raw milk. We enter into these contracts from time to time to ensure a sufficient supply of raw ingredients. In addition, we have contractual obligations to purchase various services that are part of our production process.

Summary Of Significant Accounting Policies	12 Months Ended Dec. 31, 2011
Summary Of Significant Accounting Policies [Abstract]	
Summary Of Significant Accounting Policies	

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Our Business — We are a leading food and beverage company in the United States, as well as a global leader in branded plant-based beverages, such as soy, almond and coconut milks, and other plant-based food products. As we continue to evaluate and seek to maximize the value of our strong brands and product offerings, we have aligned our leadership teams, operating strategies and supply chain initiatives around our three lines of business: Fresh Dairy Direct, WhiteWave-Alpro and Morningstar. Fresh Dairy Direct is the largest processor and distributor of milk and other dairy products in the country, with products sold under more than 50 familiar local and regional brands and a wide array of private labels. WhiteWave-Alpro markets and sells a variety of nationally branded dairy and dairy-related products, such as *Horizon Organic* milk and other dairy products, *International Delight* coffee creamers and *LAND O LAKES* creamers and fluid dairy products, and *Silk* plant-based beverages such as soy, almond and coconut milks and cultured soy products. WhiteWave-Alpro also offers branded plant-based beverages, such as soy, almond and hazelnut drinks, and food products in Europe and markets its products under the *Alpro* and *Provamel* brands. Morningstar is a leading U.S. manufacturer of ESL creams and creamers, beverage and cultured dairy products with an emphasis on foodservice and private label retail customers. These products include half and half, whipping cream, ice cream mix, value-added milks, sour cream and cottage cheese under an array of private labels and the *Friendship* brand.

Basis of Presentation and Consolidation — Our Consolidated Financial Statements are prepared in accordance with U.S. generally accepted accounting principles ("GAAP"), and include the accounts of our wholly-owned subsidiaries, as well as those of our 50% owned joint venture between WhiteWave and Hero Group ("Hero"). The resulting non-controlling interest's share in the equity of the joint venture is presented as a separate component of stockholders' equity in the Consolidated Balance Sheets and Consolidated Statements of Stockholders' Equity (Deficit), and the net loss attributable to the non-controlling interest is presented in the Consolidated Statements of Operations. See Note 2 for information regarding the wind down of the joint venture. All intercompany balances and transactions are eliminated in consolidation.

As of December 31, 2011, we have presented an accrual related to a proposed litigation settlement in a new line item entitled current portion of litigation settlements. In prior periods, litigation settlement accruals were presented within the accounts payable and other accrued expenses line item. Our historical balance sheet has been recast to conform to the current presentation. See Note 18 for further information regarding our litigation settlements.

Unless otherwise indicated, references in the report to "we," "us" or "our" refer to Dean Foods Company and its subsidiaries, taken as a whole

In the fourth quarter of 2011, our Chief Executive Officer, who is our chief operating decision maker, changed the way he determines strategy and investment plans for our operations. As a result, beginning in the fourth quarter of 2011, our Fresh Dairy Direct and Morningstar operations were separated so that our three reporting segments consisted of Fresh Dairy Direct, WhiteWave-Alpro and Morningstar. This change reflects the divergence between the go-to market strategies, customer bases and objectives of our businesses and reflects a change in how we expect to deploy our capital in the future. We believe these revised segments have increased internal focus and offered management and investors improved visibility into the performance of the segments against their specific objectives. All segment results set forth herein have been recast to present results on a comparable basis. These changes had no impact on consolidated net sales or operating income.

During the second quarter of 2010, we committed to a plan to sell the business operations of our Rachel's Dairy companies ("Rachel's"), which provide organic branded dairy-based chilled yogurt, milk and related dairy products primarily in the United Kingdom. The sale of these operations was completed on August 4, 2010. All of our Rachel's operations, previously reported within the WhiteWave-Alpro segment, have been reclassified as discontinued operations. See Note 2. Unless stated otherwise, any reference to income statement items in these financial statements refers to results from continuing operations.

Use of Estimates — The preparation of our Consolidated Financial Statements in conformity with GAAP requires us to use our judgment to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the Consolidated Financial Statements and the reported amounts of net sales and expenses during the reporting period. Actual results could differ from these estimates under different assumptions or conditions.

Cash Equivalents — We consider temporary investments with an original maturity of three months or less to be cash equivalents.

Inventories — Inventories are stated at the lower of cost or market. Our products are valued using the first-in, first-out method. The costs of finished goods inventories include raw materials, direct labor and indirect production and overhead costs. Reserves for obsolete or excess inventory are not material.

Property, Plant and Equipment — Property, plant and equipment are stated at acquisition cost, plus capitalized interest on borrowings during the actual construction period of major capital projects. Also included in property, plant and equipment are certain direct costs related to the implementation of computer software for internal use. Depreciation is calculated using the straight-line method typically over the following range of estimated useful lives of the assets:

Asset	Useful Life
Buildings	15 to 40 years
Machinery and equipment	3 to 20 years
Leasehold improvements	Over the terms of the applicable lease agreements

We test property, plant and equipment for impairment when circumstances indicate that the carrying value may not be recoverable. Indicators of impairment could include significant changes in business environment or the planned closure of a facility. Considerable management judgment is necessary to evaluate the impact of operating changes and to estimate future cash flows. Assumptions used in our impairment evaluations include product development, volume growth and contribution margins. Leasehold improvements are amortized over the shorter of their lease term or their estimated useful lives. Expenditures for repairs and maintenance which do not improve or extend the life of the assets are expensed as incurred.

Goodwill and Intangible Assets — Identifiable intangible assets, other than indefinite-lived trademarks, are typically amortized over the following range of estimated useful lives:

Asset	Useful Life
Customer relationships	5 to 15 years
Certain finite-lived trademarks	5 to 15 years
Customer supply contracts	Over the terms of the agreements
Noncompetition agreements	Over the terms of the agreements
Deferred financing costs	Over the terms of the related debt

In accordance with Accounting Standards related to "Goodwill and Other Intangible Assets", we do not amortize goodwill and other intangible assets determined to have indefinite useful lives. Instead, we conduct impairment tests on our goodwill and indefinite-lived trademarks annually and when circumstances indicate that the carrying value may not be recoverable. To determine whether impairment exists, we primarily utilize a discounted future cash flow analysis.

Assets Held for Sale — We classify assets as held for sale when management approves and commits to a formal plan of sale and our expectation is that the sale will be completed within one year. The carrying value of the net assets of the business held for sale are then recorded at the fair market value, less costs to sell. As of December 31, 2011, $3.2 million assets held for sale related to the wind-down of our Hero joint venture within the WhiteWave-Alpro segment, were recorded within the assets held for sale line item on our Consolidated Balance Sheets and are no longer being depreciated. As of December 31, 2010, assets related to the sale of our yogurt operations of $55.6 million and $61.5 million, within Fresh Dairy Direct and Morningstar, respectively, were recorded within the assets held for sale line item on our Consolidated Balance Sheets and are no longer being depreciated. See Note 2. As of December 31, 2011 and 2010, assets of $1.8 million and $2.3 million, respectively, related to facilities that are closed or to be closed, were held for sale and recorded in the prepaid expenses and other current assets line on our Consolidated Balance Sheets within our Fresh Dairy Direct segment and are no longer being depreciated. In 2011 and 2010, we recorded charges of $16.5 million and $13.2 million, respectively, primarily to write down certain of the closed facility assets to their estimated fair value. These charges were recorded within facility closing and reorganization costs. See Note 16.

Foreign Currency Translation — The financial statements of our foreign subsidiaries are translated to U.S. dollars. The functional currency of our foreign subsidiaries is generally the local currency of the country. Accordingly, assets and liabilities of the foreign subsidiaries are translated to U.S. dollars at year-end exchange rates. Income and expense items are translated at the average rates prevailing during the year. Changes in exchange rates that affect cash flows and the related receivables or payables are recognized as transaction gains and losses and are recognized in the statement of operations with their related operational activity. Currently, an immaterial amount of transaction gains and losses are reflected in general and administrative expense in our Consolidated Statements of Operations. The cumulative translation adjustment in our Consolidated Statements of Stockholders' Equity (Deficit) reflects the unrealized adjustments resulting from translating the financial statements of our foreign subsidiaries.

Share-Based Compensation — Share-based compensation expense is recognized for equity awards over the vesting period based on their grant date fair value. The fair value of option awards is estimated at the date of grant using the Black-Scholes valuation model. The fair value of restricted stock unit awards is equal to the closing price of our stock on the date of grant. The fair value of our phantom shares is remeasured at each reporting period based on the closing price of our common stock on the last day of the respective reporting period. Compensation expense is recognized only for equity awards expected to vest. We estimate forfeitures at the date of grant based on our historical experience and future expectations. Share-based compensation expense is included within the same financial statement caption where the recipient's cash compensation is reported and is classified as a corporate item for segment reporting. See Note 11.

Revenue Recognition, Sales Incentives and Accounts Receivable — Sales are recognized when persuasive evidence of an arrangement exists, the price is fixed or determinable, the product has been delivered to the customer and there is a reasonable assurance of collection of the sales proceeds. Sales are recorded net of allowances for returns, trade promotions and prompt pay and other discounts. We routinely offer sales incentives and discounts through various regional and national programs to our customers and consumers. These programs include rebates, shelf-price reductions, in-store display incentives, coupons and other trade promotional activities. These programs, as well as amounts paid to customers for shelf-space in retail stores, are considered reductions in the price of our products and thus are recorded as reductions to gross sales. Some of these incentives are recorded by estimating incentive costs based on our historical experience and expected levels of performance of the trade promotion. We maintain liabilities at the end of each period for the estimated incentive costs incurred but unpaid for these programs. Differences between estimated and actual incentive costs are normally insignificant and are recognized in earnings in the period such differences are determined.

We provide credit terms to customers generally ranging up to 30 days, perform ongoing credit evaluations of our customers and maintain allowances for potential credit losses based on our historical experience. Estimated product returns have not historically been material.

Income Taxes — All of our wholly-owned U.S. operating subsidiaries, as well as our proportional share of the operations of our unconsolidated affiliates and our consolidated joint venture, are included in our U.S. federal consolidated tax return. Our foreign subsidiaries are required to file local jurisdiction income tax returns with respect to their operations, the earnings from which are expected to be reinvested indefinitely. At December 31, 2011, no provision had been made for U.S. federal or state income tax on approximately $86.4 million of accumulated foreign earnings as they are considered to be indefinitely reinvested. Computation of the potential deferred tax liability associated with these undistributed earnings and other basis differences is not practicable.

Deferred income taxes arise from temporary differences between amounts recorded in the Consolidated Financial Statements and tax bases of assets and liabilities using enacted tax rates in effect for the years in which the differences are expected to reverse. Deferred tax assets, including the benefit of net operating loss and tax credit carry forwards, are evaluated based on the guidelines for realization and are reduced by a valuation allowance if deemed necessary.

We recognize the income tax benefit from an uncertain tax position when it is more likely than not that, based on technical merits, the position will be sustained upon examination, including resolutions of any related appeals or litigation processes. We recognize accrued interest related to uncertain tax positions as a component of income tax expense, and penalties, if incurred, are recognized as a component of operating income.

Advertising Expense — We market our products through advertising and other promotional activities, including media, agency, coupons, trade shows and other promotional activities. Advertising expense is charged to income during the period incurred, except for expenses related to the development of a major commercial or media campaign which are charged to income during the period in which the advertisement or campaign is first presented by the media. Advertising expense totaled $176.4 million in 2011, $190.7 million in 2010 and $174.3 million in 2009. Prepaid advertising was not material as of December 31, 2011 and 2010.

Shipping and Handling Fees — Our shipping and handling costs are included in both cost of sales and selling and distribution expense, depending on the nature of such costs. Shipping and handling costs included in cost of sales reflect inventory warehouse costs and product loading and handling costs. Shipping and handling costs included in selling and distribution expense consist primarily of those costs associated with moving finished products from production facilities through our distribution network, including costs associated with its distribution centers, route delivery costs and the cost of shipping products to customers through third party carriers. Shipping and handling costs that were recorded as a component of selling and distribution expense were $1.5 billion, $1.4 billion and $1.3 billion during 2011, 2010 and 2009, respectively.

Insurance Accruals — We retain selected levels of property and casualty risks, primarily related to employee health care, workers' compensation claims and other casualty losses. Many of these potential losses are covered under conventional insurance programs with third party carriers with high deductible limits. In other areas, we are self-insured with stop-loss coverage. Accrued liabilities for incurred but not reported losses related to these retained risks are calculated based upon loss development factors which contemplate a number of factors including claims history and expected trends.

Research and Development — Our research and development activities primarily consist of generating and testing new product concepts, new flavors and packaging. Our total research and development expense was $19.7 million, $25.8 million and $25.5 million for 2011, 2010 and 2009, respectively. Research and development costs are primarily included in general and administrative expenses in our Consolidated Statements of Operations.

Recently Issued Accounting Pronouncements — In May 2011, in an effort to assist in the convergence of U.S. GAAP and International Financial Reporting Standards ("IFRS"), the Financial Accounting Standards Board ("FASB") issued an Accounting Standards Update related to "Fair Value Measurements: Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRSs." The standard expands existing disclosure requirements for fair value measurements and makes certain other amendments, including a requirement to categorize, by level in the fair value hierarchy, items that are required to be disclosed, but not measured, at fair value. The standard is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011 and should be applied prospectively. We do not expect the adoption of this standard to have a material effect on our Consolidated Financial Statements.

In June 2011, the FASB issued an Accounting Standards Update related to "Presentation of Comprehensive Income." This standard revises the manner in which entities present comprehensive income in their financial statements. The new guidance removes the previously accepted presentation options and requires entities to report components of comprehensive income in either a continuous statement of comprehensive income, or two separate but consecutive statements. The standard is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011, and requires retrospective application for all periods presented in the financial statements. In December 2011, the FASB indefinitely deferred the portion of this standard that requires entities to present reclassification adjustments out of accumulated other comprehensive income by component in both the statement in which net income is presented and the statement in which other comprehensive income is presented. The portions of this standard that have not been deferred by the FASB will change the presentation of comprehensive income in our Consolidated Financial Statements beginning with our Quarterly Report on Form 10-Q for the period ended March 31, 2012.

In September 2011, the FASB issued an Accounting Standards Update related to "Testing Goodwill for Impairment." The new guidance permits entities to make a qualitative assessment of whether it is more likely than not that a reporting unit's fair value is less than its carrying amount before applying the two-step goodwill impairment test. Unless an entity concludes that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, it would not be required to perform the two-step impairment test for that reporting unit. The standard is effective for annual and interim goodwill impairment tests performed in fiscal years beginning after December 15, 2011, and early adoption is permitted. We are currently evaluating the impact this standard will have on our annual goodwill impairment testing process.

In September 2011, the FASB issued an Accounting Standards Update related to "Compensation – Retirement Benefits - Multiemployer Plans." This standard requires new quantitative and qualitative disclosures for multiemployer pension and other postretirement benefit plans. The objective of the amended disclosures is to provide users with more detailed information about the plans in which we participate. We have adopted this standard as of December 31, 2011. See Note 14.

Segment, Geographic And Customer Information (Policy)	12 Months Ended Dec. 31, 2011
Segment, Geographic And Customer Information [Abstract]	
Segment, Geographic And Customer Information	We evaluate the performance of our segments based on sales and operating income or loss before gains and losses on the sale of businesses, facility closing and reorganization costs, litigation settlements, goodwill impairment, foreign exchange gains and losses and write downs related to the wind down of our joint venture. The reporting segments do not include an allocation of the costs related to shared services such as audit services, corporate development, human resources, strategy, tax or treasury. In addition, the expense related to share-based compensation has not been allocated to our segments and is reflected entirely within the caption "Corporate and Other". Therefore, the measure of segment profit or loss presented below is before such items. Additionally, a portion of our WhiteWave-Alpro products are sold by Fresh Dairy Direct and Morningstar. Those sales, together with their related costs, are included in the WhiteWave-Alpro segment for reporting purposes. A portion of our Fresh Dairy Direct products are manufactured by our Morningstar segment. Sales of those products, together with their related costs, are included in the Fresh Dairy Direct segment for reporting purposes.

Debt (Consolidating Statement Of Cash Flows) (Details) (USD $) In Thousands, unless otherwise specified	12 Months Ended		
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Debt Instrument [Line Items]			
Net cash provided by (used in) continuing operations	$ 448,516	$ 525,700	$ 658,079
Net cash provided by (used in) discontinued operations	774	8,765	2,475
Net cash provided by operating activities	449,290	534,465	660,554
Payments for property, plant and equipment	(325,484)	(301,974)	(267,690)
Proceeds from insurance proceeds	786		
Net proceeds from divestitures	185,270		
Payments for acquisitions, net of cash received			(581,211)
Proceeds from sale of fixed assets	7,552	8,399	8,833
Net cash used in investing activities-continuing operations	(131,876)	(293,575)	(840,068)
Net cash provided by investing activities - discontinued operations	3,616	24,121	(525)
Net cash used in investing activities	(128,260)	(269,454)	(840,593)
Proceeds from the issuance of debt		400,000	
Repayment of debt	(210,108)	(514,457)	(330,363)
Proceeds from senior secured revolver	3,274,390	4,006,680	3,689,000
Payments for senior secured revolver	(3,627,690)	(4,068,880)	(3,173,800)
Proceeds from receivables-backed facility	4,652,000	2,445,500	1,784,728
Payments for receivables-backed facility	(4,392,000)	(2,445,500)	(2,244,728)
Payment of deferred financing costs	(600)	(52,720)	
Issuance of common stock, net of share repurchases for withholding taxes	3,623	3,415	454,326
Tax savings on share-based compensation	33	278	894
Capital contribution from non-controlling interest	6,754	7,992	12,708
Net cash provided by (used in) financing activities	(293,598)	(217,692)	192,765
Effect of exchange rate changes on cash and cash equivalents	(4,588)	(502)	808
Increase (decrease) in cash and cash equivalents	22,844	46,817	13,534
Cash and cash equivalents, beginning of period	92,007	45,190	31,656
Cash and cash equivalents, end of period	114,851	92,007	45,190
Dean Foods Company [Member]			
Debt Instrument [Line Items]			
Net cash provided by (used in) continuing operations	(89,511)		
Net cash provided by operating activities	(89,511)		
Repayment of debt	(203,070)		
Proceeds from senior secured revolver	3,274,390		
Payments for senior secured revolver	(3,627,690)		
Payment of deferred financing costs	(600)		
Issuance of common stock, net of share repurchases for withholding taxes	3,623		
Tax savings on share-based compensation	33		

Net change in intercompany balances	645,579		
Net cash provided by (used in) financing activities	92,265		
Increase (decrease) in cash and cash equivalents	2,754		
Cash and cash equivalents, beginning of period	307		
Cash and cash equivalents, end of period	3,061		
Guarantor Subsidiaries [Member]			
Debt Instrument [Line Items]			
Net cash provided by (used in) continuing operations	540,273		
Net cash provided by operating activities	540,273		
Payments for property, plant and equipment	(312,187)		
Proceeds from insurance proceeds	786		
Net proceeds from divestitures	185,270		
Proceeds from sale of fixed assets	7,512		
Net cash used in investing activities-continuing operations	(118,619)		
Net cash used in investing activities	(118,619)		
Repayment of debt	(6,418)		
Net change in intercompany balances	(418,765)		
Net cash provided by (used in) financing activities	(425,183)		
Increase (decrease) in cash and cash equivalents	(3,529)		
Cash and cash equivalents, beginning of period	9,750		
Cash and cash equivalents, end of period	6,221		
Non-Guarantor Subsidiaries [Member]			
Debt Instrument [Line Items]			
Net cash provided by (used in) continuing operations	(2,246)		
Net cash provided by (used in) discontinued operations	774		
Net cash provided by operating activities	(1,472)		
Payments for property, plant and equipment	(13,297)		
Proceeds from sale of fixed assets	40		
Net cash used in investing activities-continuing operations	(13,257)		
Net cash provided by investing activities - discontinued operations	3,616		
Net cash used in investing activities	(9,641)		
Repayment of debt	(620)		
Proceeds from receivables-backed facility	4,652,000		
Payments for receivables-backed facility	(4,392,000)		
Capital contribution from non-controlling interest	6,754		
Net change in intercompany balances	(226,814)		
Net cash provided by (used in) financing activities	39,320		
Effect of exchange rate changes on cash and cash equivalents	(4,588)		
Increase (decrease) in cash and cash equivalents	23,619		
Cash and cash equivalents, beginning of period	81,950		
Cash and cash equivalents, end of period	105,569		
As Previously Reported [Member] | Dean Foods Company [Member]			
Debt Instrument [Line Items]			
Net cash provided by (used in) continuing operations		149,935	194,778

Net cash provided by operating activities	149,935	194,778
Payments for property, plant and equipment		(1,220)
Payments for acquisitions, net of cash received		(580,068)
Net cash used in investing activities-continuing operations		(581,288)
Net cash used in investing activities		(581,288)
Proceeds from the issuance of debt	400,000	
Repayment of debt	(501,220)	(186,751)
Proceeds from senior secured revolver	4,006,680	3,689,000
Payments for senior secured revolver	(4,068,880)	(3,173,800)
Payment of deferred financing costs	(52,720)	
Issuance of common stock, net of share repurchases for withholding taxes	3,415	454,326
Tax savings on share-based compensation	278	894
Net change in intercompany balances	53,154	(396,885)
Net cash provided by (used in) financing activities	(159,293)	386,784
Increase (decrease) in cash and cash equivalents	(9,358)	274
Cash and cash equivalents, beginning of period	9,665	9,391
Cash and cash equivalents, end of period	307	9,665
As Previously Reported [Member] | Guarantor Subsidiaries [Member]		
Debt Instrument [Line Items]		
Net cash provided by (used in) continuing operations	380,908	421,541
Net cash provided by (used in) discontinued operations		(735)
Net cash provided by operating activities	380,908	420,806
Payments for property, plant and equipment	(288,785)	(260,809)
Proceeds from sale of fixed assets	8,212	8,833
Net cash used in investing activities-continuing operations	(280,573)	(251,976)
Net cash used in investing activities	(280,573)	(251,976)
Repayment of debt	(13,092)	(143,612)
Net change in intercompany balances	(77,493)	(38,770)
Net cash provided by (used in) financing activities	(90,585)	(182,382)
Increase (decrease) in cash and cash equivalents	9,750	(13,552)
Cash and cash equivalents, beginning of period		13,552
Cash and cash equivalents, end of period	9,750	
As Previously Reported [Member] | Non-Guarantor Subsidiaries [Member]		
Debt Instrument [Line Items]		
Net cash provided by (used in) continuing operations	(5,143)	41,760
Net cash provided by (used in) discontinued operations	8,765	3,210
Net cash provided by operating activities	3,622	44,970
Payments for property, plant and equipment	(13,189)	(5,661)
Payments for acquisitions, net of cash received		(1,143)
Proceeds from sale of fixed assets	187	
Net cash used in investing activities-continuing operations	(13,002)	(6,804)
Net cash provided by investing activities - discontinued operations	24,121	(525)

Net cash used in investing activities	11,119	(7,329)
Repayment of debt	(145)	
Proceeds from receivables-backed facility	2,445,500	1,784,728
Payments for receivables-backed facility	(2,445,500)	(2,244,728)
Capital contribution from non-controlling interest	7,992	12,708
Net change in intercompany balances	24,339	435,655
Net cash provided by (used in) financing activities	32,186	(11,637)
Effect of exchange rate changes on cash and cash equivalents	(502)	808
Increase (decrease) in cash and cash equivalents	46,425	26,812
Cash and cash equivalents, beginning of period	35,525	8,713
Cash and cash equivalents, end of period	81,950	35,525
As Restated [Member] | Dean Foods Company [Member]		
Debt Instrument [Line Items]		
Net cash provided by (used in) continuing operations	(186,669)	(163,482)
Net cash provided by operating activities	(186,669)	(163,482)
Payments for property, plant and equipment		(1,220)
Payments for acquisitions, net of cash received		(580,068)
Net cash used in investing activities-continuing operations		(581,288)
Net cash used in investing activities		(581,288)
Proceeds from the issuance of debt	400,000	
Repayment of debt	(501,220)	(186,751)
Proceeds from senior secured revolver	4,006,680	3,689,000
Payments for senior secured revolver	(4,068,880)	(3,173,800)
Payment of deferred financing costs	(52,720)	
Issuance of common stock, net of share repurchases for withholding taxes	3,415	454,326
Tax savings on share-based compensation	278	894
Net change in intercompany balances	389,758	(38,625)
Net cash provided by (used in) financing activities	177,311	745,044
Increase (decrease) in cash and cash equivalents	(9,358)	274
Cash and cash equivalents, beginning of period	9,665	9,391
Cash and cash equivalents, end of period	307	9,665
As Restated [Member] | Guarantor Subsidiaries [Member]		
Debt Instrument [Line Items]		
Net cash provided by (used in) continuing operations	719,117	782,702
Net cash provided by (used in) discontinued operations		(735)
Net cash provided by operating activities	719,117	781,967
Payments for property, plant and equipment	(288,785)	(260,809)
Proceeds from sale of fixed assets	8,212	8,833
Net cash used in investing activities-continuing operations	(280,573)	(251,976)
Net cash used in investing activities	(280,573)	(251,976)
Repayment of debt	(13,092)	(143,612)
Net change in intercompany balances	(415,702)	(399,931)
Net cash provided by (used in) financing activities	(428,794)	(543,543)

Increase (decrease) in cash and cash equivalents	9,750	(13,552)
Cash and cash equivalents, beginning of period		13,552
Cash and cash equivalents, end of period	9,750	
As Restated [Member] | Non-Guarantor Subsidiaries [Member]		
Debt Instrument [Line Items]		
Net cash provided by (used in) continuing operations	(6,748)	38,859
Net cash provided by (used in) discontinued operations	8,765	3,210
Net cash provided by operating activities	2,017	42,069
Payments for property, plant and equipment	(13,189)	(5,661)
Payments for acquisitions, net of cash received		(1,143)
Proceeds from sale of fixed assets	187	
Net cash used in investing activities-continuing operations	(13,002)	(6,804)
Net cash provided by investing activities - discontinued operations	24,121	(525)
Net cash used in investing activities	11,119	(7,329)
Repayment of debt	(145)	
Proceeds from receivables-backed facility	2,445,500	1,784,728
Payments for receivables-backed facility	(2,445,500)	(2,244,728)
Capital contribution from non-controlling interest	7,992	12,708
Net change in intercompany balances	25,944	438,556
Net cash provided by (used in) financing activities	33,791	(8,736)
Effect of exchange rate changes on cash and cash equivalents	(502)	808
Increase (decrease) in cash and cash equivalents	46,425	26,812
Cash and cash equivalents, beginning of period	35,525	8,713
Cash and cash equivalents, end of period	$ 81,950	$ 35,525

Employee Retirement And Profit Sharing Plans (Schedule Of Information Regarding Participation In Multiemployer Pension Plans) (Details)	12 Months Ended Dec. 31, 2011
New York State Teamsters Conference Pension Plan [Member]	
Defined Benefit Plan Disclosure [Line Items]	
Expiration Date of Associated Collective Bargaining Agreement(s)	Oct. 26, 2014
Maximum [Member] | Western Conference Of Teamsters Pension Plan [Member]	
Defined Benefit Plan Disclosure [Line Items]	
Expiration Date of Associated Collective Bargaining Agreement(s)	May 31, 2016
Maximum [Member] | Central States Southeast And Southwest Areas Pension Plan [Member]	
Defined Benefit Plan Disclosure [Line Items]	
Expiration Date of Associated Collective Bargaining Agreement(s)	Jul. 30, 2016
Maximum [Member] | Retail, Wholesale & Department Store International Union And Industry Pension Fund [Member]	
Defined Benefit Plan Disclosure [Line Items]	
Expiration Date of Associated Collective Bargaining Agreement(s)	Sep. 10, 2016
Maximum [Member] | Dairy Industry - Union Pension Plan For Philadelphia Vicinity [Member]	
Defined Benefit Plan Disclosure [Line Items]	
Expiration Date of Associated Collective Bargaining Agreement(s)	Oct. 01, 2014
Minimum [Member] | Western Conference Of Teamsters Pension Plan [Member]	
Defined Benefit Plan Disclosure [Line Items]	
Expiration Date of Associated Collective Bargaining Agreement(s)	Feb. 28, 2012
Minimum [Member] | Central States Southeast And Southwest Areas Pension Plan [Member]	
Defined Benefit Plan Disclosure [Line Items]	
Expiration Date of Associated Collective Bargaining Agreement(s)	Apr. 30, 2012
Minimum [Member] | Retail, Wholesale & Department Store International Union And Industry Pension Fund [Member]	
Defined Benefit Plan Disclosure [Line Items]	
Expiration Date of Associated Collective Bargaining Agreement(s)	Jun. 03, 2012
Minimum [Member] | Dairy Industry - Union Pension Plan For Philadelphia Vicinity [Member]	
Defined Benefit Plan Disclosure [Line Items]	
Expiration Date of Associated Collective Bargaining Agreement(s)	Sep. 30, 2012

Debt (Tables)	12 Months Ended		
	Dec. 31, 2011	Dec. 31, 2010 Reconciliation Of Financial Statements Of Previously Reported To Current [Member]	Dec. 31, 2009 Reconciliation Of Financial Statements Of Previously Reported To Current [Member]

Debt Instrument [Line Items]

Schedule Of Debt Instruments

	December 31, 2011 Amount Outstanding	December 31, 2011 Interest Rate	December 31, 2010 Amount Outstanding	December 31, 2010 Interest Rate
	(In thousands, except percentages)			
Dean Foods Company debt obligations:				
Senior secured credit facility	$2,477,160	3.00%*	$3,033,529	2.96%*
Senior notes due 2016	498,959	7.00	498,765	7.00
Senior notes due 2018	400,000	9.75	400,000	9.75
	3,376,119		3,932,294	
Subsidiary debt obligations:				
Senior notes due 2017	129,117	6.90	127,504	6.90
Receivables-backed facility	260,000	1.31 **	—	
Capital lease obligations and other	692		7,727	
Alpro revolving credit facility	—		—	
	389,809		135,231	
	3,765,928		4,067,525	
Less current portion	(202,539)		(174,250)	
Total long-term portion	$3,563,389		$3,893,275	

* Represents a weighted average rate, including applicable interest rate margins, for the senior secured revolving credit facility, term loan A and term loan B.

** Represents a weighted-average rate, including applicable interest rate margins, for indebtedness outstanding under the receivables securitization facility.

Schedule Of Maturities Of Long-Term Debt

	Total	Term Loan A	Term Loan B	Other*
2012	$202,539	$169,396	$17,675	$15,468
2013	491,813	213,975	17,675	260,163
2014	1,037,375	276,384	676,230	84,761
2015	10,535	—	10,535	—
2016	970,923	—	470,923	500,000
Thereafter	1,066,667	—	524,667**	542,000
Subtotal	3,779,852	659,755	1,717,705	1,402,392
Less discounts	(13,924)	—	—	(13,924)
Total outstanding debt	$3,765,928	$659,755	$1,717,705	$1,388,468

* Includes our revolving credit facility, receivables-backed facility, Dean Foods Company senior notes, subsidiary senior notes, capital lease obligations and other debt.

** The scheduled maturity of a portion of term loan B is April 2, 2017, subject to the condition that we meet certain leverage, debt, cash or credit rating tests following December 31, 2015. However, if at least one of these tests is not met, the maturity date for this portion of term loan B will be April 2, 2016.

Consolidating Balance Sheet

Condensed Consolidating Balance Sheet as of December 31, 2011

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated Totals
			(In thousands)		
ASSETS					
Current assets:					
Cash and cash equivalents	$3,061	$6,221	$105,569	$—	$114,851
Receivables, net	104	61,156	884,849	—	946,109
Income tax receivable	24,934	—	26	—	24,960
Inventories	—	426,126	26,024	—	452,150
Intercompany receivables	—	4,821,647	—	(4,821,647)	—
Intercompany note receivable	—	125,000	—	(125,000)	—
Other current assets	44,779	117,952	12,339	—	175,070
Assets held for sale	—	—	3,182	—	3,182
Total current assets	72,878	5,558,102	1,031,989	(4,946,647)	1,716,322
Property, plant and equipment, net	413	1,931,787	182,180	—	2,114,380
Goodwill	0	993,250	162,021	—	1,155,271
Identifiable intangible and other assets, net	69,904	587,442	111,044	—	768,390
Investment in subsidiaries	7,738,221	356,983	—	(8,095,204)	—
Total	$7,881,416	$9,427,564	$1,487,234	$(13,041,851)	$5,754,363
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)					
Current liabilities:					
Accounts payable and accrued expenses	$148,543	$1,012,736	$70,886	$—	$1,232,165
Intercompany payables	4,245,143	—	576,504	(4,821,647)	—
Current portion of debt	202,012	259	268	—	202,539
Intercompany note payable	—	—	125,000	(125,000)	—
Current portion of litigation settlements	60,838	—	—	—	60,838
Total current liabilities	4,656,536	1,012,995	772,658	(4,946,647)	1,495,542
Long-term debt	3,174,107	129,282	260,000	—	3,563,389
Other long-term liabilities	81,171	547,066	92,846	—	721,083
Long-term litigation settlements	73,000	—	—	—	73,000
Dean Foods Company stockholders' equity (deficit)	(103,398)	7,738,221	356,983	(8,095,204)	(103,398)
Non-controlling interest	—	—	4,747	—	4,747
Total Stockholders' equity (deficit)	(103,398)	7,738,221	361,730	(8,095,204)	(98,651)
Total	$7,881,416	$9,427,564	$1,487,234	$(13,041,851)	$5,754,363

Condensed Consolidating Balance Sheet as of December 31, 2010

	Parent As Previously Reported	Parent As Restated	Guarantor Subsidiaries As Previously Reported	Guarantor Subsidiaries As Restated	Non-Guarantor Subsidiaries As Previously Reported	Non-Guarantor Subsidiaries As Restated	Eliminations As Previously Reported	Eliminations As Restated	Consolidated Totals
					(In thousands)				
ASSETS									
Current assets:									
Cash and cash equivalents	$307	$307	$9,750	$9,750	$81,950	$81,950	$—	$—	$92,007
Receivables, net	353	353	33,941	33,941	856,725	856,725	—	—	891,019
Income tax receivable	71,173	71,173	—	—	164	164	—	—	71,337
Inventories	—	—	394,862	394,862	30,714	30,714	—	—	425,576
Intercompany receivables	193,051	193,051	4,211,670	4,677,374	13,924	13,924	(4,418,645)	(4,884,349)	—
Other current assets	105,345	25,850	96,967	176,407	16,851	16,906	—	—	219,163
Assets held for sale	—	—	117,114	117,114	—	—	—	—	117,114
Total current assets	370,229	290,734	4,864,304	5,409,448	1,000,328	1,000,383	(4,418,645)	(4,884,349)	1,816,216
Property, plant and equipment, net	222	222	1,900,192	1,900,192	212,977	212,977	—	—	2,113,391
Goodwill	—	—	3,013,516	3,013,516	165,676	165,676	—	—	3,179,192
Identifiable intangible and other assets, net	88,135	88,135	616,435	616,435	143,298	143,298	—	—	847,868
Investment in subsidiaries	9,335,787	9,335,787	—	494,947	—	—	(9,335,787)	(9,830,734)	—
Total	$9,794,373	$9,714,878	$10,394,447	$11,434,538	$1,522,279	$1,522,334	$(13,754,432)	$(14,715,083)	$7,956,667
LIABILITIES AND STOCKHOLDERS' EQUITY									
Current liabilities:									
Accounts payable and accrued expenses	$138,869	$135,685	$1,014,819	$1,018,003	$79,188	$79,188	$—	$—	$1,232,876
Intercompany payables	3,568,750	4,060,029	21,586	21,586	828,309	802,734	(4,418,645)	(4,884,349)	—
Current portion of debt	167,540	167,540	6,454	6,454	256	256	—	—	174,250
Liabilities of disposal groups held for sale	—	—	3,839	3,839	—	—	—	—	3,839
Current portion of litigation settlements	30,000	30,000	—	—	—	—	—	—	30,000
Total current liabilities	3,905,159	4,393,254	1,046,698	1,049,882	907,753	882,178	(4,418,645)	(4,884,349)	1,440,965
Long-term debt	3,764,754	3,764,754	127,892	127,892	629	629	—	—	3,893,275
Other long-term liabilities	624,935	57,345	379,017	920,977	104,407	130,037	—	—	1,108,359
Dean Foods Company stockholders' equity	1,499,525	1,499,525	8,840,840	9,335,787	494,947	494,947	(9,335,787)	(9,830,734)	1,499,525
Non-controlling interest	—	—	—	—	14,543	14,543	—	—	14,543
Total Stockholders' equity	1,499,525	1,499,525	8,840,840	9,335,787	509,490	509,490	(9,335,787)	(9,830,734)	1,514,068
Total	$9,794,373	$9,714,878	$10,394,447	$11,434,538	$1,522,279	$1,522,334	$(13,754,432)	$(14,715,083)	$7,956,667

Consolidating Statements Of Operations

Condensed Consolidating Statement of Operations for the Year Ended December 31, 2011

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated Totals
			(In thousands)		
Net sales	$—	$12,669,751	$385,742	$—	$13,055,493
Cost of sales	—	9,806,337	231,570	—	10,037,907
Gross profit	—	2,863,414	154,172	—	3,017,586
Selling and distribution	—	1,872,808	90,940	—	1,963,748
General and administrative	9,614	552,496	46,758	—	608,868
Amortization of intangibles	—	9,152	1,387	—	10,539
Facility closing and reorganization costs	—	45,688	—	—	45,688
Litigation settlements	131,300	—	—	—	131,300
Goodwill impairment	—	2,075,836	—	—	2,075,836
Other operating income	(800)	(36,377)	20,346	—	(16,831)
Interest expense	234,517	11,071	7,363	—	252,951
Other (income) expense, net	(10,664)	9,418	(669)	—	(1,915)
Loss from continuing operations before income taxes and equity in earnings (loss) of subsidiaries	(363,967)	(1,676,678)	(11,953)	—	(2,052,598)
Income tax benefit	(134,994)	(311,627)	(10,190)	—	(456,811)
Loss before equity in earnings (loss) of subsidiaries	(228,973)	(1,365,051)	(1,763)	—	(1,595,787)
Equity in earnings (loss) of consolidated subsidiaries	(1,346,648)	18,403	—	1,328,245	—
Loss from continuing operations	(1,575,621)	(1,346,648)	(1,763)	1,328,245	(1,595,787)
Gain on sale of discontinued operations, net of tax	—	—	3,616	—	3,616
Net income (loss)	(1,575,621)	(1,346,648)	1,853	1,328,245	(1,592,171)

Condensed Consolidating Statement of Operations for the Year Ended December 31, 2010

	Parent As Previously Reported	Parent As Restated	Guarantor Subsidiaries As Previously Reported	Guarantor Subsidiaries As Restated	Non-Guarantor Subsidiaries	Eliminations As Previously Reported	Eliminations As Restated	Consolidated Totals
				(In thousands)				
Net sales	$—	$—	$11,760,772	$11,760,772	$ 362,115	$—	$—	$12,122,887
Cost of sales	—	—	8,905,747	8,905,747	211,218	—	—	9,116,965
Gross profit	—	—	2,855,025	2,855,025	150,897	—	—	3,005,922
Selling and distribution	—	—	1,807,075	1,807,075	97,451	—	—	1,904,526
General and administrative	7,924	7,924	584,982	584,982	48,045	—	—	640,951
Facility closing and reorganization costs	—	—	30,761	30,761	—	—	—	30,761
Litigation settlements	—	—	30,000	30,000	—	—	—	30,000
Interest expense	237,037	237,037	10,598	10,598	666	—	—	248,301
Other (income) expense, net	(7,909)	(7,909)	8,948	8,948	(878)	—	—	161
Income from subsidiaries	(388,274)	—	—	—	—	388,274	—	—
Income (loss) from continuing operations before income taxes and equity in earnings of subsidiaries	151,222	(237,052)	382,661	382,661	5,613	(388,274)	—	151,222
Income tax expense (benefit)	73,482	(112,490)	185,947	185,947	25	(185,972)	—	73,482
Income (loss) before equity in earnings of subsidiaries	77,740	(124,562)	196,714	196,714	5,588	(202,302)	—	77,740
Equity in earnings of consolidated subsidiaries	—	216,053	—	19,339	—	—	(235,392)	—
Income from continuing operations	77,740	91,491	196,714	216,053	5,588	(202,302)	(235,392)	77,740
Gain on sale of discontinued operations, net of tax	7,521	—	—	—	7,521	(7,521)	—	7,521
Loss from discontinued operations, net of tax	(2,505)	—	—	—	(2,505)	2,505	—	(2,505)
Net income	82,756	91,491	196,714	216,053	10,604	(207,318)	(235,392)	82,756
Net loss attributable to non-controlling interest	8,735	—	—	—	8,735	(8,735)	—	8,735
Net income attributable to Dean Foods Company	$91,491	$91,491	$196,714	$216,053	$ 19,339	$(216,053)	$(235,392)	$91,491

Condensed Consolidating Statement of Operations for the Year Ended December 31, 2009

	Parent As Previously Reported	Parent As Restated	Guarantor Subsidiaries As Previously Reported	Guarantor Subsidiaries As Restated	Non-Guarantor Subsidiaries	Eliminations As Previously Reported	Eliminations As Restated	Consolidated Totals
				(In thousands)				
Net sales	$—	$—	$10,928,250	$10,928,250	$ 185,532	$—	$—	$11,113,782
Cost of sales	—	—	7,896,766	7,896,766	111,795	—	—	8,008,561
Gross profit	—	—	3,031,484	3,031,484	73,737	—	—	3,105,221
Selling and distribution	—	—	1,752,829	1,752,829	66,004	—	—	1,818,833
General and administrative	18,287	18,287	591,569	591,569	23,616	—	—	633,472
Facility closing and reorganization costs	—	—	30,162	30,162	—	—	—	30,162
Interest expense	230,454	230,454	14,912	14,912	1,144	—	—	246,510
Other (income) expense, net	(22,468)	(22,468)	19,060	19,060	(813)	—	—	(4,221)
Income from subsidiaries	(606,738)	—	—	—	—	606,738	—	—
Income (loss) from continuing operations before income taxes and equity in earnings (loss) of subsidiaries	380,465	(226,273)	622,952	622,952	(16,214)	(606,738)	—	380,465
Income tax expense (benefit)	151,845	(94,601)	248,622	248,622	(2,176)	(246,446)	—	151,845
Income (loss) before equity in earnings (loss) of subsidiaries	228,620	(131,672)	374,330	374,330	(14,038)	(360,292)	—	228,620
Equity in earnings (loss) of consolidated subsidiaries	—	371,980	—	(2,439)	—	—	(369,541)	—
Income (loss) from continuing operations	228,620	240,308	374,330	371,891	(14,038)	(360,292)	(369,541)	228,620
Gain on sale of discontinued operations, net of tax	89	—	89	89	—	(89)	—	89
Loss from discontinued operations, net of tax	(862)	—	—	—	(862)	862	—	(862)
Net income (loss)	227,847	240,308	374,419	371,980	(14,900)	(359,519)	(369,541)	227,847
Net loss attributable to non-controlling interest	12,461	—	—	—	12,461	(12,461)	—	12,461
Net income (loss) attributable to Dean Foods Company	$ 240,308	$240,308	$374,419	$371,980	$ (2,439)	$(371,980)	$(369,541)	$240,308

Net loss attributable to non-controlling interest	—	—	16,550	—	16,550
Net income (loss) attributable to Dean Foods Company	$(1,575,621)	$(1,346,648)	$18,403	$1, 328,245	$(1,575,621)

Consolidating Statement Of Cash Flows

	Condensed Consolidating Statement of Cash Flows for the Year Ended December 31, 2011			
	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidated Totals
	(In thousands)			
Net cash provided by (used in) continuing operations	$(89,511)	$540,273	$(2,246)	$448,516
Net cash provided by discontinued operations	—	—	774	774
Net cash provided by (used in) operating activities	(89,511)	540,273	(1,472)	449,290
Payments for property, plant and equipment	—	(312,187)	(13,297)	(325,484)
Proceeds from insurance proceeds	—	786	—	786
Net proceeds from divestitures	—	185,270	—	185,270
Proceeds from sale of fixed assets	—	7,512	40	7,552
Net cash used in investing activities — continuing operations	—	(118,619)	(13,257)	(131,876)
Net cash provided by investing activities — discontinued operations	—	—	3,616	3,616
Net cash used in investing activities	—	(118,619)	(9,641)	(128,260)
Repayment of debt	(203,070)	(6,418)	(620)	(210,108)
Proceeds from senior secured revolver	3,274,390	—	—	3,274,390
Payments for senior secured revolver	(3,627,690)	—	—	(3,627,690)
Proceeds from receivables-backed facility	—	—	4,652,000	4,652,000
Payments for receivables-backed facility	—	—	(4,392,000)	(4,392,000)
Payment of deferred financing costs	(600)	—	—	(600)
Issuance of common stock, net of share repurchases for withholding taxes	3,623	—	—	3,623
Tax savings on share-based compensation	33	—	—	33
Capital contribution from non-controlling interest	—	—	6,754	6,754
Net change in intercompany balances	645,579	(418,765)	(226,814)	—
Net cash provided by (used in) financing activities	92,265	(425,183)	39,320	(293,598)
Effect of exchange rate changes on cash and cash equivalents	—	—	(4,588)	(4,588)
Increase (decrease) in cash and cash equivalents	2,754	(3,529)	23,619	22,844
Cash and cash equivalents, beginning of period	307	9,750	81,950	92,007
Cash and cash equivalents, end of period	$3,061	$6,221	$105,569	$114,851

	Condensed Consolidating Statement of Cash Flows for the Year Ended December 31, 2010						
	Parent		Guarantor Subsidiaries		Non-Guarantor Subsidiaries		Consolidated Totals
	As Previously Reported	As Restated	As Previously Reported	As Restated	As Previously Reported	As Restated	
	(In thousands)						
Net cash provided by (used in) continuing operations	$149,935	$(186,669)	$380,908	$719,117	$(5,143)	$(6,748)	$525,700
Net cash provided by discontinued operations	—	—	—	—	8,765	8,765	8,765
Net cash provided by (used in) operating activities	149,935	(186,669)	380,908	719,117	3,622	2,017	534,465
Payments for property, plant and equipment	—	—	(288,785)	(288,785)	(13,189)	(13,189)	(301,974)
Payments for acquisitions, net of cash received	—	—	—	—	—	—	—
Proceeds from sale of fixed assets	—	—	8,212	8,212	187	187	8,399
Net cash used in investing activities — continued operations	—	—	(280,573)	(280,573)	(13,002)	(13,002)	(293,575)
Net cash provided by investing activities — discontinued operations	—	—	—	—	24,121	24,121	24,121
Net cash provided by (used in) investing activities	—	—	(280,573)	(280,573)	11,119	11,119	(269,454)
Proceeds from the issuance of debt	400,000	400,000	—	—	—	—	400,000
Repayment of debt	(501,220)	(501,220)	(13,092)	(13,092)	(145)	(145)	(514,457)
Proceeds from senior secured revolver	4,006,680	4,006,680	—	—	—	—	4,006,680
Payments for senior secured revolver	(4,068,880)	(4,068,880)	—	—	—	—	(4,068,880)
Proceeds from receivables-backed facility	—	—	—	—	2,445,500	2,445,500	2,445,500
Payments for receivables-backed facility	—	—	—	—	(2,445,500)	(2,445,500)	(2,445,500)
Payment of deferred financing costs	(52,720)	(52,720)	—	—	—	—	(52,720)
Issuance of common stock, net of share repurchases for withholding taxes	3,415	3,415	—	—	—	—	3,415
Tax savings on share-based compensation	278	278	—	—	—	—	278
Capital contribution from non-controlling interest	—	—	—	—	7,992	7,992	7,992
Net change in intercompany balances	53,154	389,758	(77,493)	(415,702)	24,339	25,944	—
Net cash provided by (used in) financing activities	(159,293)	177,311	(90,585)	(428,794)	32,186	33,791	(217,692)
Effect of exchange rate changes on cash and cash equivalents	—	—	—	—	(502)	(502)	(502)
Increase (decrease) in cash and cash equivalents	(9,358)	(9,358)	9,750	9,750	46,425	46,425	46,817
Cash and cash equivalents, beginning of period	9,665	9,665	—	—	35,525	35,525	45,190
Cash and cash equivalents, end of period	$307	$307	$9,750	$9,750	$81,950	$81,950	$92,007

	Condensed Consolidating Statement of Cash Flows for the Year Ended December 31, 2009						
	Parent		Guarantor Subsidiaries		Non-Guarantor Subsidiaries		Consolidated Totals
	As Previously Reported	As Restated	As Previously Reported	As Restated	As Previously Reported	As Restated	
	(In thousands)						
Net cash provided by (used in) continuing operations	$194,778	$(163,482)	$421,541	$782,702	$41,760	$38,859	$658,079
Net cash provided by (used in) discontinued operations	—	—	(735)	(735)	3,210	3,210	2,475
Net cash provided by (used in) operating activities	194,778	(163,482)	420,806	781,967	44,970	42,069	660,554
Payments for property, plant and equipment	(1,220)	(1,220)	(260,809)	(260,809)	(5,661)	(5,661)	(267,690)
Payments for acquisitions, net of cash received	(580,068)	(580,068)	—	—	(1,143)	(1,143)	(581,211)
Proceeds from sale of fixed assets	—	—	8,833	8,833	—	—	8,833
Net cash used in investing activities — continuing operations	(581,288)	(581,288)	(251,976)	(251,976)	(6,804)	(6,804)	(840,068)
Net cash used in investing activities — discontinued operations	—	—	—	—	(525)	(525)	(525)
Net cash used in investing activities	(581,288)	(581,288)	(251,976)	(251,976)	(7,329)	(7,329)	(840,593)
Repayment of debt	(186,751)	(186,751)	(143,612)	(143,612)	—	—	(330,363)
Proceeds from senior secured revolver	3,689,000	3,689,000	—	—	—	—	3,689,000
Payments for senior secured revolver	(3,173,800)	(3,173,800)	—	—	—	—	(3,173,800)
Proceeds from receivables-backed facility	—	—	—	—	1,784,728	1,784,728	1,784,728
Payments for receivables-backed facility	—	—	—	—	(2,244,728)	(2,244,728)	(2,244,728)
Issuance of common stock, net of share repurchases for withholding taxes	454,326	454,326	—	—	—	—	454,326
Tax savings on share-based compensation	894	894	—	—	—	—	894
Capital contribution from non-controlling interest	—	—	—	—	12,708	12,708	12,708
Net change in intercompany balances	(396,885)	(38,625)	(38,770)	(399,931)	435,655	438,556	—
Net cash provided by (used in) financing activities	386,784	745,044	(182,382)	(543,543)	(11,637)	(8,736)	192,765
Effect of exchange rate changes on cash and cash equivalents	—	—	—	—	808	808	808
Increase (decrease) in cash and cash equivalents	274	274	(13,552)	(13,552)	26,812	26,812	13,534
Cash and cash equivalents, beginning of period	9,391	9,391	13,552	13,552	8,713	8,713	31,656
Cash and cash equivalents, end of period	$9,665	$9,665	$—	$—	$35,525	$35,525	$45,190

Summary Of Significant Accounting Policies (Schedule Of Property Plant And Equipment, Estimated Useful Life) (Details)	12 Months Ended
	Dec. 31, 2011
Buildings [Member]	
Summary Of Significant Accounting Policies [Line Items]	
Property, plant and equipment, Useful Life Minimum	15
Property, plant and equipment, Useful Life Maximum	40
Machinery And Equipment [Member]	
Summary Of Significant Accounting Policies [Line Items]	
Property, plant and equipment, Useful Life Minimum	3
Property, plant and equipment, Useful Life Maximum	20
Leasehold Improvements [Member]	
Summary Of Significant Accounting Policies [Line Items]	
Property, plant and equipment, Useful Life	Over the terms of the applicable lease agreements

Income Taxes (Balance Sheet Classification Of Net Deferred Income Tax Assets (Liabilities)) (Details) (USD $) In Thousands, unless otherwise specified	Dec. 31, 2011		Dec. 31, 2010	
Income Taxes [Abstract]				
Current assets	$ 109,475		$ 141,653	
Noncurrent liabilities	(292,539)		(756,714)	
Net deferred income tax liability	$ (183,064)	[1]	$ (615,061)	[2]

[1] Includes $10.1 million of deferred tax assets related to uncertain tax positions.

[2] Includes $14.3 million of deferred tax assets related to uncertain tax positions.

Consolidated Balance Sheets (USD $) In Thousands, unless otherwise specified	Dec. 31, 2011	Dec. 31, 2010
Current assets:		
Cash and cash equivalents	$ 114,851	$ 92,007
Receivables, net of allowance of $10891 and $15,347	946,109	891,019
Income tax receivable	24,960	71,337
Inventories	452,150	425,576
Deferred income taxes	109,475	141,653
Prepaid expenses and other current assets	65,595	77,510
Assets held for sale	3,182	117,114
Total current assets	1,716,322	1,816,216
Property, plant and equipment, net	2,114,380	2,113,391
Goodwill	1,155,271	3,179,192
Identifiable intangible and other assets, net	768,390	847,868
Total	5,754,363	7,956,667
Current liabilities:		
Accounts payable and accrued expenses	1,232,165	1,232,876
Current portion of debt	202,539	174,250
Liabilities of disposal groups held for sale		3,839
Current portion of litigation settlements	60,838	30,000
Total current liabilities	1,495,542	1,440,965
Long-term debt	3,563,389	3,893,275
Deferred income taxes	292,539	756,714
Other long-term liabilities	428,544	351,645
Long-term litigation settlements	73,000	
Commitments and contingencies (Note 18)		
Dean Foods Company stockholders' equity (deficit):		
Preferred stock, none issued		
Common stock 183,745,789 and 182,255,334 shares issued and outstanding, with a par value of $0.01 per share	1,837	1,823
Additional paid-in capital	1,086,804	1,061,253
Retained earnings (Accumulated deficit)	(992,519)	583,102
Accumulated other comprehensive loss	(199,520)	(146,653)
Total Dean Foods Company stockholders' equity (deficit)	(103,398)	1,499,525
Non-controlling interest	4,747	14,543
Total stockholders' equity (deficit)	(98,651)	1,514,068
Total	$ 5,754,363	$ 7,956,667

Employee Retirement And Profit Sharing Plans (Tables)	12 Months Ended	
	Dec. 31, 2011	Dec. 31, 2010
Defined Benefit Plan Disclosure [Line Items]		
Retirement And Profit Sharing Plan Expenses	(table below)	

	Year Ended December 31		
	2011	2010	2009
	(In thousands)		
Defined benefit plans	$ 13,849	$ 12,975	$ 21,053
Defined contribution plans	25,728	27,182	28,300
Multiemployer pension and certain union plans	29,615	28,768	29,604
Total	$69,192	$68,925	$78,957

Summary Of Assumptions Used To Determine Benefit Obligations

	December 31	
	2011	2010
Weighted average discount rate(1)	4.50%	5.28%
Rate of compensation increase(1)	4.00%	4.00%

(1) Assumptions in this table represent the assumptions utilized for our domestic pension plans as they represented more than 95% of our total benefit obligation as of December 31, 2011 and 2010.

Summary Of Assumptions Used To Determine Net Periodic Benefit Cost

	Year Ended December 31		
	2011	2010	2009
Weighted average discount rate(1)	5.28%	6.00%	6.32%
Expected return on plan assets(1)	7.67%	7.70%	7.70%
Rate of compensation increase(1)	4.00%	4.00%	4.00%

(1) Assumptions in this table represent the assumptions utilized for our domestic pension plans as they represented more than 85% of our total net periodic benefit cost during the years ended December 31, 2011, 2010 and 2009.

Pension Plans With An Accumulated Benefit Obligation In Excess Of Plan Assets

	December 31	
	2011	2010
	(In millions)	
Projected benefit obligation	$ 323.0	$ 299.6
Accumulated benefit obligation	313.1	290.2
Fair value of plan assets	227.0	226.3

Fair Values By Category Of Inputs

Dec. 31, 2011:

	Fair Value as of December 31, 2011	Level 1	Level 2	Level 3
Equity Securities:				
Common Stock	$ 94	$ 94	$—	$—
Index Funds:				
U.S. Equities(a)	107,247	—	107,247	—
International Equities(b)	18,986	—	18,986	—
Equity Funds(c)	6,644	—	6,644	—
Total Equity Securities	132,971	94	132,877	—
Fixed Income:				
Bond Funds(d)	82,192	—	82,192	—
Diversified Funds(e)	4,537	—	—	4,537
Total Fixed Income	86,729	—	82,192	4,537
Cash Equivalents:				
Short-term Investment Funds(f)	4,608	—	4,608	—
Total Cash Equivalents	4,608	—	4,608	—
Other Investments:				
Insurance Contracts(g)	7,710	—	—	7,710
Partnerships/Joint Ventures(h)	1,580	—	—	1,580
Insurance Reserves	397	—	—	397
Total Other Investments	9,687	—	—	9,687
Total	$ 233,995	$ 94	$219,677	$14,224

(a) Represents a pooled/separate account that tracks the Dow Jones U.S. Total Stock Market Index.
(b) Represents a pooled/separate account that tracks the MSCI EAFE Index.
(c) Represents a pooled/separate account comprised of approximately 90% U.S. large-cap stocks and 10% in international stocks.
(d) Represents a pooled/separate account which tracks the overall performance of the Barclays Capital Long Term Government/Credit Index.
(e) Represents a pooled/separate account investment in the General Investment Accounts of two investment managers. The accounts primarily invest in fixed income debt securities, such as high grade corporate bonds, government bonds and asset-backed securities.
(f) Investment is comprised of high grade money market instruments with short-term maturities and high liquidity.
(g) Approximately 90% of the insurance contracts are financed by employer premiums with the insurer managing the reserves as calculated using an actuarial model. The remaining 10% of the insurance contracts are financed by employer and employee contributions with the insurer managing the reserves collectively with other pension plans.
(h) The majority of the total partnership balance is a partnership comprised of a portfolio of two limited partnership funds that invest in public and private equity.

Dec. 31, 2010:

	Fair Value as of December 31, 2010	Level 1	Level 2	Level 3
Equity Securities:				
Common Stock	$ 17	$17	$—	$—
Index Funds:				
U.S. Equities(a)	114,232	—	114,232	—
International Equities(b)	22,933	—	22,933	—
Equity Funds(c)	5,722	—	5,722	—
Total Equity Securities	142,904	17	142,887	—
Fixed Income:				
Bond Funds(d)	74,322	—	74,322	—
Diversified Funds(e)	4,353	—	—	4,353
Total Fixed Income	78,675	—	74,322	4,353
Cash Equivalents:				
Short-term Investment Funds(f)	1,783	—	1,783	—
Total Cash Equivalents	1,783	—	1,783	—
Other Investments:				
Insurance Contracts(g)	6,169	—	—	6,169
Partnerships/Joint Ventures(h)	1,913	—	—	1,913
Insurance Reserves	378	—	—	378
Total Other Investments	8,460	—	—	8,460
Total	$ 231,822	$17	$218,992	$12,813

(a) Represents a pooled/separate account that tracks the Dow Jones U.S. Total Stock Market Index.
(b) Represents a pooled/separate account that tracks the MSCI EAFE Index.
(c) Represents a pooled/separate account comprised of approximately 90% U.S. large-cap stocks and 10% in international stocks.
(d) Represents a pooled/separate account which tracks the overall performance of the Barclays Capital Long Term Government/Credit Index.
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(f) Investment is comprised of high grade money market instruments with short-term maturities and high liquidity.

(g) Approximately 90% of the insurance contracts are financed by employer premiums with the insurer managing the reserves as calculated using an actuarial model. The remaining 10% of the insurance contracts are financed by employer and employee contributions with the insurer managing the reserves collectively with other pension plans.

(h) The majority of the total partnership balance is a partnership comprised of a portfolio of two limited partnership funds that invest in public and private equity.

Reconciliation Of The Change In The Fair Value Measurement Of The Defined Benefit Plans

	Diversified Funds	Insurance Contracts	Partnerships/ Joint Ventures	Insurance Reserves	Total
Balance at January 1, 2010	$ 4,674	$ 5,197	$ 2,092	$ 360	$ 12,323
Actual return on plan assets:					
Relating to instruments still held at reporting date	226	284	(179)	18	349
Purchases, sales and settlements (net)	(3,410)	688	—	—	(2,722)
Transfers in and/or out of Level 3	2,863	—	—	—	2,863
Balance at December 31, 2010	$4,353	$6,169	$1,913	$378	$12,813
Actual return on plan assets:					
Relating to instruments still held at reporting date	215	370	28	19	632
Purchases, sales and settlements (net)	(2,201)	1,171	(361)	—	(1,391)
Transfers in and/or out of Level 3	2,170	—	—	—	2,170
Balance at December 31, 2011	$4,537	$7,710	$1,580	$397	$14,224

Schedule Of Information Regarding Participation In Multiemployer Pension Plans

Pension Fund	Employer Identification Number	Pension Plan Number	PPA Zone Status 2011	PPA Zone Status 2010	FIP /RP Status Pending/ Implemented	Extended Amortization Provisions	Expiration Date of Associated Collective-Bargaining Agreement(s)
Western Conference of Teamsters Pension Plan (1)	91-6145047	001	Green	Green	N/A	No	February 28, 2012 – May 31, 2016
Central States, Southeast and Southwest Areas Pension Plan (2)	36-6044243	001	Red	Red	Implemented	No	April 30, 2012– July 30, 2016
New York State Teamsters Conference Pension Plan	16-6063585	074	Red	Red	Implemented	No	October 26, 2014
Retail, Wholesale & Department Store International Union and Industry Pension Fund (3)	63-0708442	001	Green	Yellow	N/A	Yes	June 3, 2012– September 10, 2016
Dairy Industry – Union Pension Plan for Philadelphia Vicinity (4)	23-6283288	001	Red	Yellow	Implemented	No	September 30, 2012 – October 1, 2014

(1) We are party to approximately 30 collective bargaining agreements that require contributions to this plan. These agreements cover a large number of employee participants and expire on various dates between 2012 and 2016. We do not believe that any one agreement is substantially more significant than another as none of these agreements individually represent greater than 15% of the total employee participants covered under this plan.

(2) There are approximately 20 collective bargaining agreements that govern our participation in this plan. The agreements expire on various dates between 2012 and 2016. The four agreements expiring in 2012 represent approximately 30% of our total employee participants in this plan. The remaining agreements have a wide variety of expiration dates between 2013 and 2016 and do not individually represent a significant percentage of our overall participants to this plan.

(3) We are subject to approximately 10 collective bargaining agreements with respect to this plan. Approximately 55% and 40% of our employee participants in this plan are covered by the agreements expiring in 2012 and 2014, respectively.

(4) We are party to three collective bargaining agreements with respect to this plan. The agreement expiring in September 2012 is the most significant as more than 85% of our employee participants in this plan are covered by that agreement.

Schedule Of Information Regarding Contribution In Multiemployer Pension Plans

Pension Fund	Employer Identification Number	Pension Plan Number	Dean Foods Company Contributions (in millions) 2011	2010	2009	Surcharge Imposed (3)
Western Conference of Teamsters Pension Plan	91-6145047	001	$16.3	$16.1	$15.6	No
Central States, Southeast and Southwest Areas Pension Plan	36-6044243	001	8.6	8.5	7.9	No
New York State Teamsters Conference Pension Plan	16-6063585	074	0.8	0.7	0.6	Yes
Retail, Wholesale & Department Store International Union and Industry Pension Fund (1)	63-0708442	001	1.2	1.3	1.2	No
Dairy Industry – Union Pension Plan for Philadelphia Vicinity (1)	23-6283288	001	1.5	1.5	1.5	Yes
Other Funds (2)			1.2	0.7	2.8	

Total Contributions	$29.6	$28.8	$29.6

(1) During the 2009 and 2010 plan years, our contributions to these plans exceeded 5% of total plan contributions. At the date of filing of this Annual Report on Form 10-K, Forms 5500 were not available for the plan years ending in 2011.
(2) Amounts shown represent our contributions to all other multiemployer pension and other postretirement benefit plans, which are immaterial both individually and in the aggregate to our Consolidated Financial Statements.
(3) Federal law requires that contributing employers to a plan in Critical status pay to the plan a surcharge to help correct the plan's financial situation. The amount of the surcharge is equal to a percentage of the amount we would otherwise be required to contribute to the plan and ceases once our related collective bargaining agreements are amended to comply with the provisions of the rehabilitation plan.

Employee Retirement And Profit Sharing Plans [Member]

Defined Benefit Plan Disclosure [Line Items]

Reconciliation Of Projected Benefit Obligation And The Fair Value Of Plans Assets

	December 31	
	2011	2010
	(In thousands)	
Change in benefit obligation:		
Benefit obligation at beginning of year	$ 307,531	$ 294,569
Service cost	4,151	3,699
Interest cost	15,735	16,941
Plan participants' contributions	68	66
Actuarial (gain) loss	33,071	16,619
Benefits paid	(25,677)	(20,822)
Plan settlements	(1,730)	(2,914)
Exchange rate changes	(401)	(627)
Benefit obligation at end of year	332,748	307,531
Change in plan assets:		
Fair value of plan assets at beginning of year	231,822	223,369
Actual return on plan assets	11,714	22,240
Employer contribution	18,073	10,277
Plan participants' contributions	68	66
Benefits paid	(25,677)	(20,822)
Plan settlements	(1,730)	(2,914)
Exchange rate changes	(275)	(394)
Fair value of plan assets at end of year	233,995	231,822
Funded status at end of year	$(98,753)	$(75,709)

Net Periodic Benefit Cost

	Year Ended December 31		
	2011	2010	2009
	(In thousands)		
Components of net periodic benefit cost:			
Service cost	$ 4,151	$ 3,699	$ 3,147
Interest cost	15,735	16,941	16,947
Expected return on plan assets	(17,105)	(16,584)	(14,017)
Amortizations:			
Unrecognized transition obligation	130	112	112
Prior service cost	770	716	921
Unrecognized net loss	9,060	5,594	12,093
Effect of curtailment	—	790	945
Effect of settlement	969	1,707	905
Other	139	—	—
Net periodic benefit cost	$13,849	$12,975	$21,053

Estimated Pension Plan Benefit Payments To Participants For The Next Ten Years

2012	$20.3 million
2013	19.9 million
2014	20.3 million
2015	19.9 million
2016	20.4 million
Next five years	108.7 million

Common Stock And Share-Based Compensation (Summary Of Restricted Stock Unit Activity) (Details) (Restricted Stock Units [Member], USD $)	12 Months Ended Dec. 31, 2011	
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]		
Outstanding beginning	2,719,229	
Stock units issued	919,527	
Shares issued	(732,090)	
Stock units cancelled or forfeited	(607,835)	[1]
Outstanding ending	2,298,831	
Weighted average grant date fair value	$ 14.90	
Employees [Member]		
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]		
Outstanding beginning	2,648,843	
Stock units issued	865,735	
Shares issued	(710,293)	
Stock units cancelled or forfeited	(607,835)	[1]
Outstanding ending	2,196,450	
Weighted average grant date fair value	$ 15.02	
Directors [Member]		
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]		
Outstanding beginning	70,386	
Stock units issued	53,792	
Shares issued	(21,797)	
Outstanding ending	102,381	
Weighted average grant date fair value	$ 11.83	

[1] Pursuant to the terms of our stock unit plans, employees have the option of forfeiting stock units to cover their minimum statutory tax withholding when shares are issued. Stock units that are cancelled or forfeited may be available for future grants.

Employee Retirement And Profit Sharing Plans (Reconciliation Of The Change In The Fair Value Measurement Of The Defined Benefit Plans) (Details) (USD $) In Thousands, unless otherwise specified	12 Months Ended			
	Dec. 31, 2011		Dec. 31, 2010	
Fair Value, Option, Qualitative Disclosures Related to Election [Line Items]				
Fair value of plan assets at end of year	$ 233,995		$ 231,822	
Fixed Income, Diversified Funds [Member]				
Fair Value, Option, Qualitative Disclosures Related to Election [Line Items]				
Fair value of plan assets at end of year	4,537	[1]	4,353	[1]
Other Investments, Insurance Contracts [Member]				
Fair Value, Option, Qualitative Disclosures Related to Election [Line Items]				
Fair value of plan assets at end of year	7,710	[2]	6,169	[2]
Other Investments, Partnerships/Joint Ventures [Member]				
Fair Value, Option, Qualitative Disclosures Related to Election [Line Items]				
Fair value of plan assets at end of year	1,580	[3]	1,913	[3]
Other Investments, Insurance Reserves [Member]				
Fair Value, Option, Qualitative Disclosures Related to Election [Line Items]				
Fair value of plan assets at end of year	397		378	
Level 3 [Member]				
Fair Value, Option, Qualitative Disclosures Related to Election [Line Items]				
Fair value of plan assets at beginning of year	12,813		12,323	
Relating to instruments still held at reporting date	632		349	
Purchases, sales and settlements (net)	(1,391)		(2,722)	
Transfers in and/or out of Level 3	2,170		2,863	
Fair value of plan assets at end of year	14,224		12,813	
Level 3 [Member] | Fixed Income, Diversified Funds [Member]				
Fair Value, Option, Qualitative Disclosures Related to Election [Line Items]				
Fair value of plan assets at beginning of year	4,353	[1]	4,674	
Relating to instruments still held at reporting date	215		226	
Purchases, sales and settlements (net)	(2,201)		(3,410)	
Transfers in and/or out of Level 3	2,170		2,863	
Fair value of plan assets at end of year	4,537	[1]	4,353	[1]
Level 3 [Member] | Other Investments, Insurance Contracts [Member]				
Fair Value, Option, Qualitative Disclosures Related to Election [Line Items]				
Fair value of plan assets at beginning of year	6,169	[2]	5,197	
Relating to instruments still held at reporting date	370		284	
Purchases, sales and settlements (net)	1,171		688	
Fair value of plan assets at end of year	7,710	[2]	6,169	[2]

Level 3 [Member] | Other Investments, Partnerships/Joint Ventures [Member]		
Fair Value, Option, Qualitative Disclosures Related to Election [Line Items]		
Fair value of plan assets at beginning of year	1,913 [3]	2,092
Relating to instruments still held at reporting date	28	(179)
Purchases, sales and settlements (net)	(361)	
Fair value of plan assets at end of year	1,580 [3]	1,913 [3]
Level 3 [Member] | Other Investments, Insurance Reserves [Member]		
Fair Value, Option, Qualitative Disclosures Related to Election [Line Items]		
Fair value of plan assets at beginning of year	378	360
Relating to instruments still held at reporting date	19	18
Fair value of plan assets at end of year	$ 397	$ 378

[1] Represents a pooled/separate account investment in the General Investment Accounts of two investment managers. The accounts primarily invest in fixed income debt securities, such as high grade corporate bonds, government bonds and asset-backed securities.

[2] Approximately 90% of the insurance contracts are financed by employer premiums with the insurer managing the reserves as calculated using an actuarial model. The remaining 10% of the insurance contracts are financed by employer and employee contributions with the insurer managing the reserves collectively with other pension plans.

[3] The majority of the total partnership balance is a partnership comprised of a portfolio of two limited partnership funds that invest in public and private equity.

Consolidated Statements Of Stockholders' Equity (Deficit) (Parenthetical) (USD $) In Thousands, unless otherwise specified	12 Months Ended		
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Consolidated Statements Of Stockholders' Equity [Abstract]			
Change in fair value of derivative instruments, tax benefit	$ 38,527	$ 12,491	$ 13,387
Amounts reclassified to income statement related to hedging activities, tax	23,156	37,180	42,466
Pension liability adjustment, tax and tax benefit	$ 10,694	$ 525	$ 3,260

Common Stock And Share-Based Compensation (Summary Of Options Outstanding And Exercisable) (Details) (USD $)	12 Months Ended Dec. 31, 2011
7.44 To 10.35 [Member]	
Share-based Compensation, Shares Authorized under Stock Option Plans, Exercise Price Range [Line Items]	
Number Outstanding, Options Outstanding	2,003,602
Weighted-Average Remaining Contractual Life, Options Outstanding	9.07
Weighted-Average Exercise Price, Options Outstanding	$ 10.29
Number Exercisable, Options Exercisable	201,830
Weighted-Average Exercise Price, Options Exercisable	$ 10.14
Exercise price range, Lower limit	$ 7.44
Exercise price range, Upper limit	$ 10.35
10.38 To 14.24 [Member]	
Share-based Compensation, Shares Authorized under Stock Option Plans, Exercise Price Range [Line Items]	
Number Outstanding, Options Outstanding	2,136,522
Weighted-Average Remaining Contractual Life, Options Outstanding	0.29
Weighted-Average Exercise Price, Options Outstanding	$ 12.16
Number Exercisable, Options Exercisable	2,116,544
Weighted-Average Exercise Price, Options Exercisable	$ 12.17
Exercise price range, Lower limit	$ 10.38
Exercise price range, Upper limit	$ 14.24
14.25 To 14.56 [Member]	
Share-based Compensation, Shares Authorized under Stock Option Plans, Exercise Price Range [Line Items]	
Number Outstanding, Options Outstanding	3,079,206
Weighted-Average Remaining Contractual Life, Options Outstanding	3.71
Weighted-Average Exercise Price, Options Outstanding	$ 14.37
Number Exercisable, Options Exercisable	2,354,685
Weighted-Average Exercise Price, Options Exercisable	$ 14.31
Exercise price range, Lower limit	$ 14.25
Exercise price range, Upper limit	$ 14.56
15.99 To 18.30 [Member]	
Share-based Compensation, Shares Authorized under Stock Option Plans, Exercise Price Range [Line Items]	
Number Outstanding, Options Outstanding	2,996,206
Weighted-Average Remaining Contractual Life, Options Outstanding	2.68
Weighted-Average Exercise Price, Options Outstanding	$ 18.04
Number Exercisable, Options Exercisable	2,935,462
Weighted-Average Exercise Price, Options Exercisable	$ 18.05

Exercise price range, Lower limit	$ 15.99
Exercise price range, Upper limit	$ 18.30
18.69 To 19.98 [Member]	
Share-based Compensation, Shares Authorized under Stock Option Plans, Exercise Price Range [Line Items]	
Number Outstanding, Options Outstanding	379,782
Weighted-Average Remaining Contractual Life, Options Outstanding	4.80
Weighted-Average Exercise Price, Options Outstanding	$ 19.58
Number Exercisable, Options Exercisable	354,520
Weighted-Average Exercise Price, Options Exercisable	$ 19.59
Exercise price range, Lower limit	$ 18.69
Exercise price range, Upper limit	$ 19.98
20.07 [Member]	
Share-based Compensation, Shares Authorized under Stock Option Plans, Exercise Price Range [Line Items]	
Number Outstanding, Options Outstanding	2,315,690
Weighted-Average Remaining Contractual Life, Options Outstanding	6.99
Weighted-Average Exercise Price, Options Outstanding	$ 20.07
Number Exercisable, Options Exercisable	1,596,922
Weighted-Average Exercise Price, Options Exercisable	$ 20.07
Exercise price range, Lower limit	$ 20.07
20.19 To 25.37 [Member]	
Share-based Compensation, Shares Authorized under Stock Option Plans, Exercise Price Range [Line Items]	
Number Outstanding, Options Outstanding	2,373,603
Weighted-Average Remaining Contractual Life, Options Outstanding	5.47
Weighted-Average Exercise Price, Options Outstanding	$ 24.74
Number Exercisable, Options Exercisable	2,359,528
Weighted-Average Exercise Price, Options Exercisable	$ 24.76
Exercise price range, Lower limit	$ 20.19
Exercise price range, Upper limit	$ 25.37
25.39 To 25.68 [Member]	
Share-based Compensation, Shares Authorized under Stock Option Plans, Exercise Price Range [Line Items]	
Number Outstanding, Options Outstanding	2,064,708
Weighted-Average Remaining Contractual Life, Options Outstanding	4.00
Weighted-Average Exercise Price, Options Outstanding	$ 25.66
Number Exercisable, Options Exercisable	2,064,708
Weighted-Average Exercise Price, Options Exercisable	$ 25.66
Exercise price range, Lower limit	$ 25.39
Exercise price range, Upper limit	$ 25.68
25.81 To 30.11 [Member]	
Share-based Compensation, Shares Authorized under Stock Option Plans, Exercise Price Range [Line Items]	
Number Outstanding, Options Outstanding	2,037,436

Weighted-Average Remaining Contractual Life, Options Outstanding	5.09
Weighted-Average Exercise Price, Options Outstanding	$ 29.58
Number Exercisable, Options Exercisable	2,037,436
Weighted-Average Exercise Price, Options Exercisable	$ 29.58
Exercise price range, Lower limit	$ 25.81
Exercise price range, Upper limit	$ 30.11
30.64 To 31.90 [Member]	
Share-based Compensation, Shares Authorized under Stock Option Plans, Exercise Price Range [Line Items]	
Number Outstanding, Options Outstanding	241,445
Weighted-Average Remaining Contractual Life, Options Outstanding	5.33
Weighted-Average Exercise Price, Options Outstanding	$ 31.34
Number Exercisable, Options Exercisable	241,445
Weighted-Average Exercise Price, Options Exercisable	$ 31.34
Exercise price range, Lower limit	$ 30.64
Exercise price range, Upper limit	$ 31.90

Inventories (Details) (USD $)	Dec. 31, 2011	Dec. 31, 2010
Inventories [Abstract]		
Raw materials and supplies	$ 198,579,000	$ 187,176,000
Finished goods	253,571,000	238,400,000
Total	452,150,000	425,576,000
Inventories, net of reserves	$ 3,600,000	$ 5,900,000

Common Stock And Share-Based Compensation (Summary Of Cash Performance Units Activity) (Details) (Cash Performance Units [Member])	12 Months Ended Dec. 31, 2011
Cash Performance Units [Member]	
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]	
Outstanding beginning	10,812,001
Granted	2,593,750
Converted/paid	0
Forfeited	(1,550,667)
Outstanding ending	11,855,084

Inventories (Tables)	12 Months Ended Dec. 31, 2011
Inventories [Abstract]	
Inventories, Net Of Reserves	

	December 31	
	2011	2010
	(In thousands)	
Raw materials and supplies	$198,579	$187,176
Finished goods	253,571	238,400
Total	$452,150	$425,576

Segment, Geographic And Customer Information (Geographic Information, Net Sales) (Details) (USD $) In Thousands, unless otherwise specified	12 Months Ended		
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Segment, Geographic And Customer Information [Abstract]			
Net sales to external customers, Domestic	$ 12,678,363	$ 11,773,644	$ 10,934,271
Net sales to external customers, Foreign	$ 377,130	$ 349,243	$ 179,511

Goodwill And Intangible Assets (Amortization Expense On Intangible Assets) (Details) (USD $) In Millions, unless otherwise specified	12 Months Ended Dec. 31, 2011
Goodwill And Intangible Assets [Abstract]	
2012	$ 9.3
2013	9.2
2014	8.5
2015	8.5
2016	$ 8.5

Postretirement Benefits Other Than Pensions	12 Months Ended Dec. 31, 2011
Postretirement Benefits Other Than Pensions [Abstract]	
Postretirement Benefits Other Than Pensions	**15. POSTRETIREMENT BENEFITS OTHER THAN PENSIONS**

Certain of our subsidiaries provide health care benefits to certain retirees who are covered under specific group contracts. As defined by the specific group contract, qualified covered associates may be eligible to receive major medical insurance with deductible and co-insurance provisions subject to certain lifetime maximums.

Included in accumulated other comprehensive income at December 31, 2011 and 2010 are the following amounts that have not yet been recognized in net periodic benefit cost: unrecognized prior service costs of $794,000 ($483,000 net of tax) and a credit of $225,000 ($138,000 net of tax) and unrecognized actuarial losses of $2.8 million ($1.7 million net of tax) and $4.2 million ($2.6 million net of tax), respectively. The prior service cost and actuarial loss included in accumulated other comprehensive income and expected to be recognized in net periodic benefit cost during the year ended December 31, 2012 is $26,000 ($16,000 net of tax) and $129,000 ($79,000 net of tax), respectively.

The following table sets forth the funded status of these plans:

	December 31	
	2011	2010
	(In thousands)	
Change in benefit obligation:		
Benefit obligation at beginning of year	$17,551	$18,620
Service cost	27	24
Interest cost	762	967
Employee contributions	431	—
Actuarial (gain) loss	(885)	(48)
Benefits paid	(2,343)	(2,012)
Plan amendments	953	—
Plan curtailments	—	—
Other (1)	16,012	—
Benefit obligation at end of year	32,508	17,551
Fair value of plan assets at end of year	—	—
Funded status	$ (32,508)	$ (17,551)

(1) During the third quarter of 2011, we identified groups of employees who were eligible to receive other postretirement benefits that had historically been excluded from our benefit plan valuations, which resulted in an understatement of our benefit obligations and net periodic benefit cost. These errors relate primarily to periods prior to 2011. As the effects of the errors are not material to our Consolidated Financial Statements for the year ended December 31, 2011 and were not material to any individual period prior to 2011, we recorded a non-cash charge, and the related benefit obligation, of $16.0 million during the third quarter of 2011, of which $0.8 million relates to the year ended December 31, 2011 and $15.2 million relates to prior periods. The charge and the corresponding liability have been recorded in general and

administrative expenses in our Consolidated Statements of Operations and other long term liabilities in our Consolidated Balance Sheets, respectively, for the year ended December 31, 2011.

The unfunded portion of the liability of $32.5 million at December 31, 2011 is recognized in our Consolidated Balance Sheet and includes $2.8 million classified as a current accrued postretirement liability.

A summary of our key actuarial assumptions used to determine the benefit obligation as of December 31, 2011 and 2010 follows:

	December 31	
	2011	**2010**
Healthcare inflation:		
Healthcare cost trend rate assumed for next year	8.50 %	8.70 %
Rate to which the cost trend rate is assumed to decline (ultimate trend rate)	4.50 %	4.50 %
Year of ultimate rate achievement	2029	2029
Weighted average discount rate	4.34 %	4.68 %

A summary of our key actuarial assumptions used to determine net periodic benefit cost follows:

	Year Ended December 31		
	2011	**2010**	**2009**
Healthcare inflation:			
Healthcare cost trend rate assumed for next year	8.70%	9.00%	9.00%
Rate to which the cost trend rate is assumed to decline (ultimate trend rate)	4.50%	4.50%	5.40%
Year of ultimate rate achievement	2029	2029	2014
Weighted average discount rate	4.68%	5.51%	6.32%

	Year Ended December 31		
	2011	**2010**	**2009**
	(In thousands)		
Components of net periodic benefit cost:			
Service and interest cost	$789	$991	$988
Amortizations:			
Prior service cost	(66)	(66)	(333)
Unrecognized net loss	494	524	1,061
Effect of curtailment	—	—	(24)
Other (1)	16,012	—	—
Net periodic benefit cost	$17,229	$1,449	$1,692

(1) As described more fully in the funded status table above, this amount represents an increase in our net periodic benefit cost for the year ended December 31, 2011 as a result of identifying groups of employees who were eligible to receive other postretirement benefits that had historically been excluded from our benefit plan valuations.

Assumed health care cost trend rates have a significant effect on the amounts reported for the health care plans. A one percent change in assumed health care cost trend rates would have the following effects:

	1-Percentage-Point Increase	1-Percentage-Point Decrease
	(In thousands)	
Effect on total of service and interest cost components	$ 52	$ (47)
Effect on postretirement obligation	3,035	(2,657)

We expect to contribute $2.8 million to the postretirement health care plans in 2012. Estimated postretirement health care plan benefit payments for the next ten years are as follows:

2012	$2.8 million
2013	2.3 million
2014	2.4 million
2015	2.3 million
2016	2.4 million
Next five years	11.8 million

Property, Plant And Equipment (Tables)	12 Months Ended Dec. 31, 2011
Property, Plant And Equipment [Abstract]	
Components Of Property, Plant And Equipment	

	December 31	
	2011	2010
	(In thousands)	
Land	$250,929	$242,666
Buildings	942,703	927,836
Leasehold improvements	91,544	89,337
Machinery and equipment	2,510,253	2,381,545
Construction in progress	129,331	91,461
	3,924,760	3,732,845
Less accumulated depreciation	(1,810,380)	(1,619,454)
Total	$2,114,380	$2,113,391

Common Stock And Share-Based Compensation (Summary Of Restricted Stock Activity) (Details) (Restricted Stock [Member], USD $)	12 Months Ended
	Dec. 31, 2011
Restricted Stock [Member]	
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]	
Outstanding beginning	64,074
Restricted shares granted	69,611
Restricted shares vested	(61,421)
Forfeited	0
Outstanding ending	72,264
Outstanding beginning balance, Weighted-Average Grant Date Fair Value	$ 11.92
Restricted shares granted, Weighted-Average Grant Date Fair Value	$ 10.44
Restricted shares vested, Weighted-Average Grant Date Fair Value	$ 11.99
Restricted shares forfeited, Weighted-Average Grant Date Fair Value	$ 0.00
Outstanding ending balance, Weighted-Average Grant Date Fair Value	$ 10.43

Facility Closing And Reorganization Costs (Approved Plans And Related Charges) (Details) (USD $)	12 Months Ended				3 Months Ended	12 Months Ended	15 Months Ended	12 Months Ended														
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009	Dec. 31, 2011 Facility Closing [Member]	Jun. 30, 2010 Broad-Based Reduction Of Facility And Distribution Personnel [Member]	Dec. 31, 2011 Organization Optimization Initiative [Member]	Dec. 31, 2011 Department Realignment [Member]	Dec. 31, 2011 Fresh Dairy Direct [Member]	Dec. 31, 2010 Fresh Dairy Direct [Member]	Dec. 31, 2009 Fresh Dairy Direct [Member]	Dec. 31, 2011 Fresh Dairy Direct [Member] Broad-Based Reduction Of Facility And Distribution Personnel [Member]	Dec. 31, 2010 Fresh Dairy Direct [Member] Broad-Based Reduction Of Facility And Distribution Personnel [Member]	Dec. 31, 2011 Fresh Dairy Direct [Member] Organization Optimization Initiative [Member]	Dec. 31, 2011 Fresh Dairy Direct [Member] Management Realignment [Member]	Dec. 31, 2010 Fresh Dairy Direct [Member] Management Realignment [Member]	Dec. 31, 2009 Fresh Dairy Direct [Member] Restructuring Charges, Other [Member]	Dec. 31, 2011 Corporate [Member]	Dec. 31, 2010 Corporate [Member]	Dec. 31, 2011 Corporate [Member] Organization Optimization Initiative [Member]	Dec. 31, 2011 Corporate [Member] Department Realignment [Member]	Dec. 31, 2010 Corporate [Member] Department Realignment [Member]	Dec. 31, 2009 Morningstar [Member]
Restructuring Cost and Reserve [Line Items]																						
Closure of facilities								$ 18,751,000 [1]	$ 21,350,000 [1]	$ 29,021,000 [1]												$ 1,076,000 [2]
Severance costs	25,000,000								2,900,000		(282,000) [3]	3,404,000 [3]	4,269,000 [4]	(194,000) [5]	3,100,000 [5]				20,609,000 [4]	2,535,000 [6]	2,907,000 [6]	
Other																65,000						
Total	45,688,000	30,761,000	30,162,000					22,544,000	27,854,000	29,086,000							23,144,000	2,907,000				
Charges incurred to date				55,100,000	3,100,000	24,900,000	5,400,000															4,700,000
Shut down and other costs				$ 700,000		$ 400,000																
Reduction of workforce	75					300		230														

[1] These charges in 2011, 2010 and 2009 primarily relate to facility closures in Newport, Kentucky; Baxley, Georgia; Florence, South Carolina; and Flint, Michigan, as well as previously announced closures. We have incurred $55.1 million of charges related to these initiatives to date. We expect to incur additional charges related to these facility closures of $0.7 million, related to shutdown and other costs. As we continue the evaluation of our supply chain described more fully below it is likely that we will close additional facilities in the future.

[2] These charges in 2009 relate to shut down and other costs associated with the previously announced closure of a facility in Belleville, Pennsylvania. We incurred total charges of $4.7 million under this plan and do not expect to incur any additional charges going forward.

[3] These charges relate to a plan to reduce the workforce within our Fresh Dairy Direct segment impacting approximately 230 positions. Implementation began during the second quarter of 2010 and was carried out over the balance of the year. The reduction in workforce affected employees across the country and was a result of operational changes from supply chain initiatives. The workforce reduction costs related to this plan were part of an existing benefit arrangement; therefore, the full amount of expected severance benefits was accrued during the second quarter of 2010. We incurred total charges of $3.1 million related to this initiative and do not expect to incur any additional charges going forward.

[4] In the first quarter of 2011 we initiated a significant cost reduction program that is incremental to our other ongoing cost-savings initiatives. This initiative is focused on permanently removing costs out of our business through organizational and corporate departmental redesigns, driven by process simplification and standardization, centralization of activities and reorganization to drive growth in our core customers and categories. As part of this program, we eliminated approximately 300 corporate and field positions by the end of 2011. The charges recorded during 2011 relate to workforce reduction costs associated with the first four tranches of this program and include costs associated with eliminating the position filled by our then President and Chief Operating Officer. The charges incurred under this plan also include workforce reduction and shutdown costs associated with the closure of several distribution facilities within Fresh Dairy Direct that were a direct result of the organizational redesigns noted above. We have incurred $24.9 million of charges related to this initiative to date, and we expect to incur additional charges of approximately $0.4 million related to shutdown and other costs.

[5] In 2010, we realigned management positions within our Fresh Dairy Direct segment to facilitate supply-chain and commercial focused functions across the segment. This resulted in the elimination of the position filled by the then President of Fresh Dairy Direct and we incurred $2.9 million of workforce reduction costs. We do not expect additional costs related to this initiative; however, as described more fully below, we continue to evaluate opportunities to further align and integrate our Fresh Dairy Direct operations, which could result in additional charges in the future.

[6] In 2010, as a result of peer comparisons and our ongoing cost control initiatives, our management team approved a multi-year cost reduction plan aimed at centralization and process improvement, as well as business unit and functional organization redesigns. Charges in 2011 relate to workforce reduction costs associated with this plan. The plan was implemented during the fourth quarter of 2010 beginning with the redesign of certain functions within human resources, legal and finance. The plan has resulted in the elimination of approximately 75 positions throughout 2011 as each function has reorganized its processes in line with the peer comparisons and internally developed functional blueprints as approved by an executive operating team. We have incurred $5.4 million of charges related to this initiative to date and do not expect to incur any additional charges going forward.

Supplemental Cash Flow Information	12 Months Ended Dec. 31, 2011
Supplemental Cash Flow Information [Abstract]	
Supplemental Cash Flow Information	**17. SUPPLEMENTAL CASH FLOW INFORMATION**

	Year Ended December 31		
	2011	2010	2009
	(In thousands)		
Cash paid for interest and financing charges, net of capitalized interest	$237,901	$233,616	$242,691
Net cash paid (received) for taxes	(32,303)	9,184	159,840

Income Taxes (Schedule Of Income Tax Expense (Benefit)) (Details) (USD $)	12 Months Ended		
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Income Taxes [Abstract]			
Federal, current	$ 8,580,000 [1]	$ (48,528,000) [2]	$ 94,190,000 [3]
State, current	6,476,000 [1]	1,704,000 [2]	15,060,000 [3]
Foreign, current	598,000 [1]	2,050,000 [2]	3,295,000 [3]
Total current income tax expense (benefit)	15,654,000 [1]	(44,774,000) [2]	112,545,000 [3]
Federal, deferred	(399,773,000) [1]	107,094,000 [2]	33,704,000 [3]
State, deferred	(71,698,000) [1]	9,715,000 [2]	5,132,000 [3]
Foreign, deferred	(994,000) [1]	1,447,000 [2]	464,000 [3]
Total deferred income tax expense (benefit)	(472,465,000) [1]	118,256,000 [2]	39,300,000 [3]
Total, Amount	(456,811,000) [1]	73,482,000 [2]	151,845,000 [3]
Income tax benefit related to discontinued operations	$ 500,000	$ 8,700,000	$ 300,000

[1] Excludes $0.5 million in income tax expense related to discontinued operations.

[2] Excludes $8.7 million in income tax benefit related to discontinued operations.

[3] Excludes $0.3 million in income tax benefit related to discontinued operations.

Employee Retirement And Profit Sharing Plans (Summary Of Assumptions Used To Determine Net Periodic Benefit Cost) (Details)	**12 Months Ended**		
	Dec. 31, 2011	**Dec. 31, 2010**	**Dec. 31, 2009**
Assumptions Utilized For Domestic Pension Plans [Member]			
Defined Benefit Plan Disclosure [Line Items]			
Domestic pension plans as a percentage of total net periodic benefit cost	85.00%	85.00%	85.00%
Employee Retirement And Profit Sharing Plans [Member]			
Defined Benefit Plan Disclosure [Line Items]			
Weighted average discount rate	5.28% [1]	6.00% [1]	6.32% [1]
Expected return on plan assets	7.67% [1]	7.70% [1]	7.70% [1]
Rate of compensation increase	4.00% [1]	4.00% [1]	4.00% [1]

[1] Assumptions in this table represent the assumptions utilized for our domestic pension plans as they represented more than 85% of our total net periodic benefit cost during the years ended December 31, 2011, 2010 and 2009.

Consolidated Statements Of Cash Flows (USD $) In Thousands, unless otherwise specified	12 Months Ended		
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Cash flows from operating activities:			
Net income (loss)	$ (1,592,171)	$ 82,756	$ 227,847
Loss from discontinued operations		2,505	862
Gain on sale of discontinued operations	(3,616)	(7,521)	(89)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization	285,767	276,080	253,930
Share-based compensation expense	36,632	36,872	39,371
Loss on divestitures and other, net	8,163	19,813	29,453
Write-off of financing costs		3,695	
Goodwill impairment	2,075,836	0	0
Deferred income taxes	(471,176)	121,043	40,352
Other	1,435	(1,379)	(1,337)
Changes in operating assets and liabilities, net of acquisitions:			
Receivables, net	(63,669)	(25,659)	57,577
Inventories	(32,195)	4,020	(8,389)
Prepaid expenses and other assets	10,922	5,764	5,393
Accounts payable and accrued expenses	45,848	32,931	59,148
Income taxes receivable/payable	42,902	(55,220)	(46,039)
Litigation settlements	103,838	30,000	
Net cash provided by operating activities-continuing operations	448,516	525,700	658,079
Net cash provided by operating activities-discontinued operations	774	8,765	2,475
Net cash provided by operating activities	449,290	534,465	660,554
Cash flows from investing activities:			
Payments for property, plant and equipment	(325,484)	(301,974)	(267,690)
Proceeds from insurance claims	786		
Proceeds from divestitures	185,270		
Payments for acquisitions, net of cash received			(581,211)
Proceeds from sale of fixed assets	7,552	8,399	8,833
Net cash used in investing activities-continuing operations	(131,876)	(293,575)	(840,068)
Net cash provided by (used in) investing activities-discontinued operations	3,616	24,121	(525)
Net cash used in investing activities	(128,260)	(269,454)	(840,593)
Cash flows from financing activities:			
Proceeds from issuance of debt		400,000	
Repayment of debt	(210,108)	(514,457)	(330,363)
Proceeds from senior secured revolver	3,274,390	4,006,680	3,689,000
Payments for senior secured revolver	(3,627,690)	(4,068,880)	(3,173,800)
Proceeds from receivables-backed facility	4,652,000	2,445,500	1,784,728
Payments for receivables-backed facility	(4,392,000)	(2,445,500)	(2,244,728)

Payments of financing costs	(600)	(52,720)	
Issuance of common stock, net of share repurchases for withholding taxes	3,623	3,415	454,326
Tax savings on share-based compensation	33	278	894
Capital contribution from non-controlling interest	6,754	7,992	12,708
Net cash provided by (used in) financing activities	(293,598)	(217,692)	192,765
Effect of exchange rate changes on cash and cash equivalents	(4,588)	(502)	808
Increase in cash and cash equivalents	22,844	46,817	13,534
Cash and cash equivalents, beginning of period	92,007	45,190	31,656
Cash and cash equivalents, end of period	$ 114,851	$ 92,007	$ 45,190

Consolidated Balance Sheets (Parenthetical) (USD $) In Thousands, except Share data, unless otherwise specified	Dec. 31, 2011	Dec. 31, 2010
Consolidated Balance Sheets [Abstract]		
Receivables, allowance	$ 10,891	$ 15,347
Preferred stock, issued	0	0
Common stock, shares issued	183,745,789	182,255,334
Common stock, shares outstanding	183,745,789	182,255,334
Common stock, par value	$ 0.01	$ 0.01

Derivative Financial Instruments And Fair Value Measurements	12 Months Ended Dec. 31, 2011
Derivative Financial Instruments And Fair Value Measurements [Abstract]	
Derivative Financial Instruments And Fair Value Measurements	**10. DERIVATIVE FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS**

10. DERIVATIVE FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS

Derivative Financial Instruments

Interest Rates — We have interest rate swap agreements in place that have been designated as cash flow hedges against variable interest rate exposure on a portion of our debt, with the objective of minimizing the impact of interest rate fluctuations and stabilizing cash flows. These swap agreements provide hedges for interest rates on our senior secured credit facility by fixing the LIBOR component of interest rates specified in the senior secured credit facility at the interest rates noted below until the indicated expiration dates of these interest rate swap agreements.

The following table summarizes our various interest rate agreements as of December 31, 2011:

Fixed Interest Rates	Expiration Date	Notional Amounts
		(In millions)
4.91%	March 30, 2012	$ 1,250
0.415% to 0.418%(1)	March30, 2012 – December 30, 2012	900
1.60% to 1.84%(2)	December 31, 2013	800
2.75% to 2.84%(2)	March 31, 2016	200
2.70% to 3.17%(2)	March 31, 2017	650

(1) In September 2011, we entered into forward-starting interest rate swap agreements with an effective date of December 30, 2011. The notional amounts of the swap agreements decrease by $400 million on March 30, 2012 and the remaining notional amounts expire on December 30, 2012.

(2) In August 2010 and April 2011, we entered into forward-starting interest rate swap agreements with an effective date of March 30, 2012.

These swaps are recorded as an asset or liability in our Consolidated Balance Sheets at fair value, with an offset to accumulated other comprehensive income to the extent the hedge is effective. Derivative gains and losses included in other comprehensive income are reclassified into earnings as the underlying transaction occurs. Any ineffectiveness in our hedges is recorded as an adjustment to interest expense. There was no hedge ineffectiveness during 2011, 2010 or 2009.

We are exposed to market risk under these arrangements due to the possibility of interest rates on our senior secured credit facility falling below the rates on our interest rate derivative agreements. Credit risk under these arrangements is believed to be remote as the counterparties to our interest rate swap agreements are major financial institutions; however, if any of the counterparties to our hedging arrangements become unable to fulfill their obligations to us, we may lose the financial benefits of these arrangements.

Commodities — We are exposed to commodity price fluctuations, including milk, organic and non-genetically modified ("non-GMO") soybeans, butterfat, sweeteners and other commodity costs used in the manufacturing, packaging and distribution of our products, including utilities, natural gas, resin and diesel fuel. To secure adequate supplies of materials and bring greater stability to the cost of ingredients and their related manufacturing, packaging and distribution, we routinely enter into forward purchase contracts and other purchase arrangements with suppliers. Under the forward purchase contracts, we commit to purchasing agreed-upon quantities of ingredients and commodities at agreed-upon prices at specified future dates. The outstanding purchase commitment for these commodities at any point in time typically ranges from one month's to one year's anticipated requirements, depending on the ingredient or commodity. These contracts are considered normal purchases.

In addition to entering into forward purchase contracts, from time to time we may purchase over-the-counter contracts with our qualified banking partners or exchange-traded commodity futures contracts for raw materials that are ingredients of our products or components of such ingredients. Certain of the contracts offset the risk of increases in our commodity costs, and are designated as hedging instruments when appropriate. Other contracts may be executed related to certain customer pricing arrangements. We have not designated such contracts as hedging instruments; therefore, the contracts are marked to market at each reporting period and a derivative asset or liability is recorded on our balance sheet. A summary of these open commodities contracts recorded at fair value in our Consolidated Balance Sheets at December 31, 2011 is included in the table below.

Although we may utilize forward purchase contracts and other instruments to mitigate the risks related to commodity price fluctuation, such strategies do not fully mitigate commodity price risk. Adverse movements in commodity prices over the terms of the contracts or instruments could decrease the economic benefits we derive from these strategies.

Foreign Currency — Our international operations represented approximately 11% and 3% of our long-lived assets and net sales, respectively, as of and for the year ended December 31, 2011. Sales in foreign countries, as well as certain expenses related to those sales, are transacted in currencies other than our reporting currency, the U.S. dollar. Our foreign currency exchange rate risk is primarily limited to the euro and the British pound. We may, from time to time, employ derivative financial instruments to manage our exposure to fluctuations in foreign currency rates or enter into forward currency exchange contracts to hedge our net investment and intercompany payable or receivable balances in foreign operations.

As of December 31, 2011 and 2010, our derivatives recorded at fair value in our Consolidated Balance Sheets were:

	Derivative Assets		Derivative Liabilities	
	December 31, 2011	December 31, 2010	December 31, 2011	December 31, 2010
	(In thousands)			
Derivatives designated as Hedging Instruments				
Interest rate swap contracts — current(1)	$ —	$ —	$ 38,260	$ 59,379
Interest rate swap contracts — noncurrent(2)	—	4,156	64,037	13,058
Commodities contracts — current(1)	93	2,754	2,346	—
Foreign currency contracts – current (1)	411	—	—	—
Derivatives not designated as Hedging Instruments				
Commodities contracts — current(1)	2,006	1,478	1,530	947
Total derivatives	$ 2,510	$ 8,388	$ 106,173	$ 73,384

(1) Derivative assets and liabilities that have settlement dates equal to or less than 12 months from the respective balance sheet date were included in other current assets and accounts payable and accrued expenses, respectively, in our Consolidated Balance Sheets.

(2) Derivative assets and liabilities that have settlement dates greater than 12 months from the respective balance sheet date were included in identifiable intangible and other assets, net and other long-term liabilities, respectively, in our Consolidated Balance Sheets.

Gains and losses on derivatives designated as cash flow hedges reclassified from accumulated other comprehensive income into income were as follows (in thousands):

	Year Ended December 31		
	2011	2010	2009
Losses on interest rate swap contracts(1)	$ 61,387	$ 96,573	$ 113,238
(Gains)/losses on commodities contracts(2)	(3,097)	6	—
Losses on foreign currency contracts(3)	101	—	—

(1) Recorded in interest expense in our Consolidated Statements of Operations.

(2) Recorded in selling and distribution or cost of sales, depending on commodity type, in our Consolidated Statements of Operations.

(3) Recorded in cost of sales in our Consolidated Statements of Operations.

Based on current interest rates, commodity prices and exchange rates, we estimate that $38.2 million of hedging activity related to our interest rate swaps, $2.6 million of hedging activity related to our commodities contracts and $0.4 million of hedging activity related to our foreign currency contracts will be reclassified from accumulated other comprehensive income into income within the next 12 months.

Fair Value Measurements

Fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering assumptions, we follow a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

Level 1 — Quoted prices for identical instruments in active markets.

Level 2 — Quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model-derived valuations, in which all significant inputs are observable in active markets.

Level 3 — Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

A summary of our derivative assets and liabilities measured at fair value on a recurring basis as of December 31, 2011 is as follows (in thousands):

	Fair Value as of December 31, 2011	Level 1	Level 2	Level 3
Asset — Interest rate swap contracts	$ —	$ —	$—	$ —
Liability — Interest rate swap contracts	102,297	—	102,297	—
Asset — Commodities contracts	2,099	—	2,099	—
Liability — Commodities contracts	3,876	—	3,876	—
Asset – Foreign currency contracts	411	—	411	—

A summary of our derivative assets and liabilities measured at fair value on a recurring basis as of December 31, 2010 is as follows (in thousands):

	Fair Value as of December 31, 2010	Level 1	Level 2	Level 3
Asset — Interest rate swap contracts	$ 4,156	$ —	$4,156	$ —
Liability — Interest rate swap contracts	72,437	—	72,437	—
Asset — Commodities contracts	4,232	—	4,232	—
Liability — Commodities contracts	947	—	947	—

The fair value of our interest rate swaps is determined based on the notional amounts of the swaps and the forward LIBOR curve relative to the fixed interest rates under the swap agreements. The fair value of our commodities contracts is based on the quantities and fixed prices under the agreements and quoted forward commodity prices. The fair value of our foreign currency contracts is based on the notional amounts and rates under the contracts and observable market forward exchange rates. We classify these instruments in Level 2 because quoted market prices can be corroborated utilizing observable benchmark market rates at commonly quoted intervals, observable current and forward commodity market prices on active exchanges, and observable market transactions of spot currency rates and forward currency prices. We did not significantly change our valuation techniques from prior periods.

Due to their near-term maturities, the carrying amounts of accounts receivable and accounts payable are considered equivalent to fair value. In addition, because the interest rates on our senior secured credit facility and certain other debt are variable, their fair values approximate their carrying values.

The fair value of our Dean Foods Company senior notes and subsidiary senior notes was determined based on quoted market prices. The following table presents the carrying value and fair value of our senior and subsidiary senior notes at December 31:

	2011		2010	
	Carrying Value	Fair Value	Carrying Value	Fair Value
	(In thousands)			
Subsidiary senior notes due 2017	$ 129,117	$136,853	$ 127,504	$123,185
Dean Foods Company senior notes due 2016	498,959	493,750	498,765	458,750
Dean Foods Company senior notes due 2018	400,000	426,000	400,000	403,000

We have certain deferred compensation assets that are held at fair value. These assets are classified in Level 2, as fair value can be corroborated based on quoted market prices for identical or similar instruments in markets that are not active. The following table presents a summary of these assets measured at fair value on a recurring basis as of December 31, 2011 (in thousands):

	Total	Level 1	Level 2	Level 3
Money market	$83	$—	$83	$—
Mutual funds	3	—	3	—

The following table presents a summary of the deferred compensation assets measured at fair value on a recurring basis as of December 31, 2010 (in thousands):

	Total	Level 1	Level 2	Level 3
Money market	$3,502	$—	$3,502	$—
Mutual funds	1,013	—	1,013	—

Other Comprehensive Income (Loss) (Components Of Accumulated Other Comprehensive Income (Loss)) (Details) (USD $) In Thousands, unless otherwise specified	Dec. 31, 2011	Dec. 31, 2010
Other Comprehensive Income (Loss) [Abstract]		
Cumulative translation adjustment	$ (36,977)	$ (24,239)
Fair value of derivative instruments, net of tax	(63,662)	(40,100)
Pension and other postretirement liability adjustment, net of tax	(98,881)	(82,314)
Total accumulated other comprehensive loss	$ (199,520)	$ (146,653)

Common Stock And Share-Based Compensation (Summary Of Stock Option Activity) (Details) (USD $)	12 Months Ended Dec. 31, 2011		Dec. 31, 2010
Common Stock And Share-Based Compensation [Abstract]			
Options outstanding at January 1, 2011	21,523,733		
Granted, Options	1,869,603		
Forfeited and cancelled, Options	(3,076,382)	[1]	
Exercised, Options	(688,754)		
Options outstanding at December 31, 2011	19,628,200		
Options vested and expected to vest at December 31, 2011	19,521,233		
Options exercisable at December 31, 2011	16,263,080		17,209,000
Options outstanding at January 1, 2011, Weighted Average Exercise Price	$ 20.20		
Granted, Weighted Average Exercise Price	$ 10.35		
Forfeited and cancelled, Weighted Average Exercise Price	$ 22.40	[1]	
Exercised, Weighted Average Exercise Price	$ 10.00		
Options outstanding at December 31, 2011, Weighted Average Exercise Price	$ 19.27		
Options vested and expected to vest at December 31, 2011,Weighted Average Exercise Price	$ 19.32		
Options exercisable at December 31, 2011, Weighted Average Exercise Price	$ 20.46		$ 20.60
Options outstanding at December 31, 2011, Weighted Average Contractual Life	4.54		
Options vested and expected to vest at December 31, 2011, Weighted Average Contractual Life	4.52		
Options exercisable at December 31, 2011, Weighted Average Contractual Life	3.74		
Options outstanding at December 31, 2011, Aggregate Intrinsic Value	$ 1,811,169		
Options vested and expected to vest at December 31, 2011, Aggregate Intrinsic Value	1,738,374		
Options exercisable at December 31, 2011, Aggregate Intrinsic Value	$ 216,020		

[1] Pursuant to the terms of our stock option plans, options that are forfeited or cancelled may be available for future grants.

Common Stock And Share-Based Compensation (Narrative) (Details) (USD $)	1 Months Ended	12 Months Ended	
	May 31, 2009	Dec. 31, 2011	Dec. 31, 2010
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Preferred stock, shares authorized		1,000,000	
Preferred stock, par value		$ 0.01	
Common stock, shares authorized		500,000,000	
Common stock, par value		$ 0.01	$ 0.01
Stock issued in public offering	25,400,000		
Proceeds from public offering	$ 444,700,000		
Shares available for issuance		8,226,050	
Shares approved at annual stockholders' meeting		2,340,000	
Shares repurchased			0
Authorized to repurchase common stock		2,300,000,000	
Amount available for repurchase		218,700,000	
1997 Stock Option And Restricted Stock Plan [Member]			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Maximum stock options grants		37,500,000	
1989 Dean Foods Company Stock Awards Plan [Member]			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Maximum stock options grants		5,700,000	
Dean Foods Company 2007 Incentive Plan [Member]			
Share-based Compensation Arrangement by Share-			

based Payment Award [Line Items]	
Maximum stock options grants	12,300,000
Stock Options [Member]	
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]	
Option vested on grant	In general, employee options vest one-third on the first anniversary of the grant date, one-third on the second anniversary of the grant date and one-third on the third anniversary of the grant date.
Expected option term, in years	10
Cash received from stock option exercises	6,900,000
Cash benefit for tax deductions realized for option exercises	500,000
Total unrecognized stock option expense	7,800,000
Unrecognized compensation expense expected to be recognized period, years	1.4
Restricted Stock [Member]	
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]	
Option vested on grant	Shares of restricted stock vest one-third on grant, one-third on the first anniversary of grant and one-third on the second anniversary of grant.
Restricted Stock Units [Member]	
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]	
Total unrecognized stock option expense	$ 17,800,000
Unrecognized compensation expense expected to be recognized period, years	1.4
Phantom Shares [Member]	
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]	
Stock units vesting period	three

Minimum [Member] | Cash Performance Units [Member]	
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]	
Payout range, cash performance units	0.00%
Maximum [Member] | Cash Performance Units [Member]	
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]	
Payout range, cash performance units	200.00%
Non-Employee Directors [Member] | Restricted Stock [Member]	
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]	
Percentage of fee value option to receive in restricted stock	150.00%

Facility Closing And Reorganization Costs (Narrative) (Details) (USD $)	12 Months Ended Dec. 31, 2011
Restructuring Cost and Reserve [Line Items]	
Severance Costs	$ 25,000,000
FDD Realignment [Member]	
Restructuring Cost and Reserve [Line Items]	
Shut down and other costs	$ 25,000,000

Segment, Geographic And Customer Information (Geographic Information, Long-Lived Assets) (Details) (USD $) In Thousands, unless otherwise specified	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Segment, Geographic And Customer Information [Abstract]			
Long-lived assets, Domestic	$ 3,594,443	$ 5,652,676	$ 5,672,529
Long-lived assets, Foreign	$ 443,598	$ 487,775	$ 523,819

Postretirement Benefits Other Than Pensions (Net Periodic Benefit Cost) (Details) (USD $) In Thousands, unless otherwise specified	3 Months Ended	12 Months Ended		
	Sep. 30, 2011	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Defined Benefit Plan Disclosure [Line Items]				
Other	$ 16,000		$ 10,848	
Net periodic benefit cost		13,849	12,975	21,053
Immaterial error correction		During the third quarter of 2011, we identified groups of employees who were eligible to receive other postretirement benefits that had historically been excluded from our benefit plan valuations, which resulted in an understatement of our benefit obligations and net periodic benefit cost. These errors relate primarily to periods prior to 2011. As the effects of the errors are not material to our Consolidated Financial Statements for the year ended December 31, 2011 and were not material to any individual period prior to 2011, we recorded a non-cash charge, and the related benefit obligation, of $16.0 million during the third quarter of 2011, of which $0.8 million relates to the year ended December 31, 2011 and $15.2 million relates to prior periods. The charge and the corresponding liability have been recorded in general and administrative expenses in our Consolidated Statements of Operations and other long term liabilities in our Consolidated Balance Sheets, respectively, for the year ended December 31, 2011.		
Net Periodic Benefit Cost [Member]				
Defined Benefit Plan Disclosure [Line Items]				
Service and interest cost		789	991	988
Prior service cost		(66)	(66)	(333)
Unrecognized net loss		494	524	1,061
Effect of curtailment				(24)
Other		16,012 [1]		
Net periodic benefit cost		$ 17,229	$ 1,449	$ 1,692

[1] As described more fully in the funded status table above, this amount represents an increase in our net periodic benefit cost for the year ended December 31, 2011 as a result of identifying groups of employees who were eligible to receive other postretirement benefits that had historically been excluded from our benefit plan valuations.

Document And Entity Information (USD $) In Billions, except Share data, unless otherwise specified	12 Months Ended		
	Dec. 31, 2011	Feb. 17, 2012	Jun. 30, 2011
Document And Entity Information [Abstract]			
Document Type	10-K		
Amendment Flag	false		
Document Period End Date	Dec. 31, 2011		
Document Fiscal Year Focus	2011		
Document Fiscal Period Focus	FY		
Entity Registrant Name	DEAN FOODS CO		
Entity Central Index Key	0000931336		
Current Fiscal Year End Date	--12-31		
Entity Filer Category	Large Accelerated Filer		
Entity Common Stock, Shares Outstanding		184,235,408	
Entity Well-known Seasoned Issuer	Yes		
Entity Voluntary Filers	No		
Entity Current Reporting Status	Yes		
Entity Public Float			$ 2.20

Supplemental Cash Flow Information (Schedule Of Cash Flow, Supplemental Disclosures) (Details) (USD $) In Thousands, unless otherwise specified	12 Months Ended		
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Supplemental Cash Flow Information [Abstract]			
Cash paid for interest and financing charges, net of capitalized interest	$ 237,901	$ 233,616	$ 242,691
Net cash paid (received) for taxes	$ (32,303)	$ 9,184	$ 159,840

Common Stock And Share-Based Compensation	12 Months Ended Dec. 31, 2011
Common Stock And Share-Based Compensation [Abstract]	
Common Stock And Share-Based Compensation	

11. COMMON STOCK AND SHARE-BASED COMPENSATION

Our authorized shares of capital stock include one million shares of preferred stock and 500 million shares of common stock with a par value of $0.01 per share.

Public Offerings of Equity Securities — In May 2009, we issued and sold 25.4 million shares of our common stock in a public offering. Net proceeds from this offering of $444.7 million were used to reduce our indebtedness under our credit agreements.

Stock Award Plans — As of December 31, 2011, we had three award plans with remaining shares available for issuance. These plans, which are our 1997 Stock Option and Restricted Stock Plan, the 1989 Dean Foods Company Stock Awards Plan (which we adopted upon completion of our acquisition of Legacy Dean) and the Dean Foods Company 2007 Stock Incentive Plan (the "2007 Plan") provide for grants of stock options, stock units, restricted stock and other stock-based awards to employees, officers, directors and, in some cases, consultants, up to a maximum of 37.5 million, 5.7 million and 12.3 million shares, subject to adjustments as provided in these respective plans. Options and other stock-based awards vest in accordance with provisions set forth in the applicable award agreements. The remaining shares available for grant under the historical plans are granted pursuant to the terms and conditions of the 2007 Plan. As of December 31, 2011, we had 8,226,050 shares, in aggregate, available for issuance, which includes 2.34 million shares approved at our 2011 annual stockholders' meeting.

Under our stock award plans, we grant stock options and restricted stock units to certain employees and directors. Non-employee directors also can elect to receive their director's fees in the form of restricted stock in lieu of cash.

Stock Options — Under the terms of our stock option plans, employees and non-employee directors may be granted options to purchase our stock at a price equal to the market price on the date the option is granted. In general, employee options vest one-third on the first anniversary of the grant date, one-third on the second anniversary of the grant date and one-third on the third anniversary of the grant date. All unvested options vest immediately upon a change of control or in certain cases upon death or qualified disability. Options granted to non-employee directors generally vest immediately.

We recognize share-based compensation expense for stock options ratably over the vesting period. The fair value of each option award is estimated on the date of grant using the Black-Scholes valuation model, using the following assumptions:

	Year Ended December 31		
	2011	2010	2009
Expected volatility	41%	34%	33%
Expected dividend yield	0%	0%	0%
Expected option term	5 years	5 years	4.75 years
Risk-free rate of return	1.32 to 2.30%	1.26 to 2.59%	1.65 to 2.66%

The expected term of the options represents the estimated period of time until exercise and is based on historical experience of similar awards, giving consideration to contractual terms (generally 10 years), vesting schedules and expectations of future employee and director behavior. Expected stock price volatility is based on a combination of historical volatility of our stock and expectations with regard to future volatility. The risk-free rates are based on the implied yield available on U.S. Treasury zero-coupon issues with an equivalent remaining term. We have not historically declared or paid a regular cash dividend on our common stock, and we have no current plans to pay a cash dividend in the future.

The following table summarizes stock option activity during the year ended December 31, 2011:

	Options	Weighted Average Exercise Price	Weighted Average Contractual Life	Aggregate Intrinsic Value
Options outstanding at January 1, 2011	21,523,733	$ 20.20		
Granted	1,869,603	10.35		
Forfeited and cancelled(1)	(3,076,382)	22.40		
Exercised	(688,754)	10.00		
Options outstanding at December 31, 2011	19,628,200	19.27	4.54	$1,811,169
Options vested and expected to vest at December 31, 2011	19,521,233	19.32	4.52	$1,738,374

Options exercisable at December 31, 2010	17,209,000	20.60		
Options exercisable at December 31, 2011	16,263,080	20.46	3.74	$216,020

(1) Pursuant to the terms of our stock option plans, options that are forfeited or cancelled may be available for future grants.

The following table summarizes information about options outstanding and exercisable at December 31, 2011:

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Number Outstanding	Weighted-Average Remaining Contractual Life	Weighted-Average Exercise Price	Number Exercisable	Weighted-Average Exercise Price
$ 7.44 to 10.35	2,003,602	9.07	$ 10.29	201,830	$ 10.14
10.38 to 14.24	2,136,522	0.29	12.16	2,116,544	12.17
14.25 to 14.56	3,079,206	3.71	14.37	2,354,685	14.31
15.99 to 18.30	2,996,206	2.68	18.04	2,935,462	18.05
18.69 to 19.98	379,782	4.80	19.58	354,520	19.59
20.07	2,315,690	6.99	20.07	1,596,922	20.07
20.19 to 25.37	2,373,603	5.47	24.74	2,359,528	24.76
25.39 to 25.68	2,064,708	4.00	25.66	2,064,708	25.66
25.81 to 30.11	2,037,436	5.09	29.58	2,037,436	29.58
30.64 to 31.90	241,445	5.33	31.34	241,445	31.34

The following table summarizes additional information regarding our stock option activity (in thousands, except per share amounts):

	Year Ended December 31		
	2011	2010	2009
Weighted-average grant date fair value of options granted	$3.96	$4.68	$6.26
Intrinsic value of options exercised	1,198	2,507	8,486
Fair value of shares vested	16,182	21,972	24,142
Tax benefit related to stock option expense	4,463	6,135	8,197

During the year ended December 31, 2011, cash received from stock option exercises was $6.9 million and the total cash benefit for tax deductions to be realized for these option exercises was $0.5 million.

At December 31, 2011, there was $7.8 million of total unrecognized stock option expense, all of which is related to nonvested awards. This compensation expense is expected to be recognized over the weighted-average remaining vesting period of 1.4 years.

Restricted Stock Units — We issue restricted stock units to certain senior employees and non-employee directors as part of our long-term incentive program. A restricted stock unit represents the right to receive one share of common stock in the future. Restricted stock units have no exercise price. Restricted stock units granted to employees generally vest ratably over three years, subject to certain accelerated vesting provisions based primarily on a change of control, or in certain cases upon death or qualified disability. Restricted stock units granted to non-employee directors vest ratably over three years.

The following table summarizes stock unit activity during the year ended December 31, 2011:

	Employees	Directors	Total
Stock units outstanding January 1, 2011	2,648,843	70,386	2,719,229
Stock units issued	865,735	53,792	919,527
Shares issued	(710,293)	(21,797)	(732,090)
Stock units cancelled or forfeited(1)	(607,835)	—	(607,835)
Stock units outstanding at December 31, 2011	2,196,450	102,381	2,298,831
Weighted average grant date fair value	$15.02	$11.83	$14.90

(1) Pursuant to the terms of our stock unit plans, employees have the option of forfeiting stock units to cover their minimum statutory tax withholding when shares are issued. Stock units that are cancelled or forfeited may be available for future grants.

The following table summarizes information about our stock unit grants and stock unit expense during the years ended December 31, 2011, 2010 and 2009 (in thousands, except per share amounts):

	Year Ended December 31		
	2011	2010	2009
Weighted-average grant date fair value of stock units granted	$10.33	$18.43	$19.78
Tax benefit related to stock unit expense	5,910	6,256	5,156

At December 31, 2011, there was $17.8 million of total unrecognized stock unit expense, all of which is related to nonvested awards. This compensation expense is expected to be recognized over the weighted-average remaining vesting period of 1.4 years.

Restricted Stock — We offer our non-employee directors the option to receive their compensation for services rendered in either cash or shares of restricted stock equal to 150% of the fee amount. Shares of restricted stock vest one-third on grant, one-third on the first anniversary of grant and one-third on the second anniversary of grant. The following table summarizes restricted stock activity during the year ended December 31, 2011:

	Shares	Weighted-Average Grant Date Fair Value
Nonvested at January 1, 2011	64,074	$ 11.92
Restricted shares granted	69,611	10.44
Restricted shares vested	(61,421)	11.99
Restricted shares forfeited	—	—
Nonvested at December 31, 2011	72,264	10.43

Cash Performance Units — In 2010, we began granting cash performance units ("CPUs") as part of our long-term incentive compensation program under the terms of our 2007 Stock Incentive Plan (the "2007 Plan"). The CPU awards are cash-settled awards and are designed to link compensation of certain executive officers and other key employees to our performance over a three-year period. The performance metric, as defined in the award, is the performance of our stock price relative to that of a peer group of companies. The range of payout under the award is between 0% and 200% and is payable in cash at the end of each respective performance period. The fair value of the awards is measured at each reporting period. Compensation expense is recognized over the vesting period with a corresponding liability, which is recorded in other long-term liabilities in our Consolidated Balance Sheets. The following table summarizes CPU activity during the years ended December 31, 2011:

	Units
Outstanding at January 1, 2011	10,812,001
Granted	2,593,750
Converted/paid	—
Forfeited	(1,550,667)
Outstanding at December 31, 2011	11,855,084

Phantom Shares — In 2011, we began granting phantom shares as part of our long-term incentive compensation program, which are similar to RSUs in that they are based on the price of our stock and vest ratably over a three-year period, but are cash-settled based upon the value of our stock at each vesting period. The fair value of the awards is remeasured at each reporting period. Compensation expense is recognized over the vesting period with a corresponding liability, which is recorded in accounts payable and accrued expenses in our Consolidated Balance Sheets. The following table summarizes the phantom share activity during the year ended December 31, 2011:

	Shares	Weighted-Average Grant Date Fair Value
Outstanding at January 1, 2011	—	$—
Granted	1,195,673	10.36
Converted/paid	(5,332)	10.35
Forfeited	(108,673)	10.35
Outstanding at December 31, 2011	1,081,668	10.36

Share-Based Compensation Expense — The following table summarizes the share-based compensation expense recognized during the years ended December 31, 2011, 2010, and 2009 (in thousands):

	Year Ended December 31		
	2011	2010	2009

Stock Options	$11,800	$16,243	$22,288
Stock Units	19,608	20,629	17,109
Cash Performance Units	1,729	—	—
Phantom Shares	3,578	—	—

Stock Repurchases — Since 1998, our Board of Directors has from time to time authorized the repurchase of our common stock up to an aggregate of $2.3 billion, excluding fees and expense. We made no share repurchases in 2011 or 2010. As of December 31, 2011, $218.7 million was available for repurchases under this program (excluding fees and commissions). Shares, when repurchased, are retired.

Debt (Schedule Of Maturities Of Long-Term Debt) (Details) (USD $) In Thousands, unless otherwise specified			12 Months Ended						
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2011 Term Loan A [Member]	Dec. 31, 2011 Term Loan B [Member]		Dec. 31, 2011 Other Debt [Member]		Dec. 31, 2011 Dean Foods Company [Member]	Dec. 31, 2010 Dean Foods Company [Member]
Debt Instrument [Line Items]									
2012	$ 202,539		$ 169,396	$ 17,675		$ 15,468	[1]		
2013	491,813		213,975	17,675		260,163	[1]		
2014	1,037,375		276,384	676,230		84,761	[1]		
2015	10,535			10,535					
2016	970,923			470,923		500,000	[1]		
Thereafter	1,066,667			524,667	[2]	542,000	[1]		
Subtotal	3,779,852		659,755	1,717,705		1,402,392	[1]		
Less discounts	(13,924)					(13,924)	[1]		
Total outstanding debt	$ 3,765,928	$ 4,067,525	$ 659,755	$ 1,717,705		$ 1,388,468	[1]	$ 3,376,119	$ 3,932,294
Debt instrument, maturity date				Apr. 02, 2017					
Conditional maturity date				Apr. 02, 2016					

[1] Includes our revolving credit facility, receivables-backed facility, Dean Foods Company senior notes, subsidiary senior notes, capital lease obligations and other debt.

[2] The scheduled maturity of a portion of term loan B is April 2, 2017, subject to the condition that we meet certain leverage, debt, cash or credit rating tests following December 31, 2015. However, if at least one of these tests is not met, the maturity date for this portion of term loan B will be April 2, 2016.

Derivative Financial Instruments And Fair Value Measurements (Summary Of Deferred Compensation Assets Measured At Fair Value On Recurring Basis) (Details) (USD $) In Thousands, unless otherwise specified	Dec. 31, 2011	Dec. 31, 2010
Cash Equivalents, Short-Term Investment Funds [Member]		
Derivatives, Fair Value [Line Items]		
Deferred compensation assets, Fair Value	$ 83	$ 3,502
Cash Equivalents, Short-Term Investment Funds [Member] | Level 2 [Member]		
Derivatives, Fair Value [Line Items]		
Deferred compensation assets, Fair Value	83	3,502
Mutual Funds [Member]		
Derivatives, Fair Value [Line Items]		
Deferred compensation assets, Fair Value	3	1,013
Mutual Funds [Member] | Level 2 [Member]		
Derivatives, Fair Value [Line Items]		
Deferred compensation assets, Fair Value	$ 3	$ 1,013

Consolidated Statements Of Operations (USD $) In Thousands, except Share data, unless otherwise specified	12 Months Ended		
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Consolidated Statements Of Operations [Abstract]			
Net sales	$ 13,055,493	$ 12,122,887	$ 11,113,782
Cost of sales	10,037,907	9,116,965	8,008,561
Gross profit	3,017,586	3,005,922	3,105,221
Operating costs and expenses:			
Selling and distribution	1,963,748	1,904,526	1,818,833
General and administrative	608,868	629,656	623,835
Amortization of intangibles	10,539	11,295	9,637
Facility closing and reorganization costs	45,688	30,761	30,162
Litigation settlements	131,300	30,000	
Goodwill impairment	2,075,836	0	0
Other operating income	(16,831)		
Total operating costs and expenses	4,819,148	2,606,238	2,482,467
Operating income (loss)	(1,801,562)	399,684	622,754
Other (income) expense:			
Interest expense	252,951	248,301	246,510
Other (income) expense, net	(1,915)	161	(4,221)
Total other expense	251,036	248,462	242,289
Income (loss) from continuing operations before income taxes	(2,052,598)	151,222	380,465
Income tax expense (benefit)	(456,811) [1]	73,482 [2]	151,845 [3]
Income (loss) from continuing operations	(1,595,787)	77,740	228,620
Gain on sale of discontinued operations, net of tax	3,616	7,521	89
Loss from discontinued operations, net of tax		(2,505)	(862)
Net income (loss)	(1,592,171)	82,756	227,847
Net loss attributable to non-controlling interest	16,550	8,735	12,461
Net income (loss) attributable to Dean Foods Company	$ (1,575,621)	$ 91,491	$ 240,308
Average common shares:			
Basic	183,388,220	181,799,306	170,986,886
Diluted	183,388,220	182,861,802	173,858,303
Basic earnings (loss) per common share:			
Income (loss) from continuing operations attributable to Dean Foods Company	$ (8.61)	$ 0.48	$ 1.41
Income from discontinued operations attributable to Dean Foods Company	$ 0.02	$ 0.02	
Net income (loss) attributable to Dean Foods Company	$ (8.59)	$ 0.50	$ 1.41
Diluted earnings (loss) per common share:			

Income (loss) from continuing operations attributable to Dean Foods Company	$ (8.61)	$ 0.47	$ 1.39
Income (loss) from discontinued operations attributable to Dean Foods Company	$ 0.02	$ 0.03	$ (0.01)
Net income (loss) attributable to Dean Foods Company	$ (8.59)	$ 0.50	$ 1.38

[1] Excludes $0.5 million in income tax expense related to discontinued operations.

[2] Excludes $8.7 million in income tax benefit related to discontinued operations.

[3] Excludes $0.3 million in income tax benefit related to discontinued operations.

Property, Plant And Equipment	12 Months Ended Dec. 31, 2011
Property, Plant And Equipment [Abstract]	
Property, Plant And Equipment	

5. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment as of December 31, 2011 and 2010 consisted of the following:

	December 31	
	2011	2010
	(In thousands)	
Land	$250,929	$242,666
Buildings	942,703	927,836
Leasehold improvements	91,544	89,337
Machinery and equipment	2,510,253	2,381,545
Construction in progress	129,331	91,461
	3,924,760	3,732,845
Less accumulated depreciation	(1,810,380)	(1,619,454)
Total	$2,114,380	$2,113,391

For 2011 and 2010, we capitalized $1.5 million and $1.4 million in interest related to borrowings during the construction period of major capital projects, which is included as part of the cost of the related asset. Other non-cash additions to property, plant and equipment were $10.8 million and $13.0 million in 2011 and 2010.

Inventories	12 Months Ended Dec. 31, 2011
Inventories [Abstract]	
Inventories	**4. INVENTORIES**

Inventories, net of reserves of $3.6 million and $5.9 million as of December 31, 2011 and 2010, consisted of the following:

	December 31	
	2011	2010
	(In thousands)	
Raw materials and supplies	$198,579	$187,176
Finished goods	253,571	238,400
Total	$452,150	$425,576

Facility Closing And Reorganization Costs	12 Months Ended Dec. 31, 2011
Facility Closing And Reorganization Costs [Abstract]	
Facility Closing And Reorganization Costs	

16. FACILITY CLOSING AND REORGANIZATION COSTS

Approved plans within our multi-year initiatives and related charges are summarized as follows:

	Year Ended December 31		
	2011	2010	2009
		(In thousands)	
Fresh Dairy Direct:			
Closure of facilities(1)	$18,751	$21,350	$29,021
Broad-based reduction of facility and distribution personnel(2)	(282)	3,404	—
Organization Optimization Initiative(3)	4,269	—	—
Management Realignment(5)	(194)	3,100	—
Other	—	—	65
Total Fresh Dairy Direct	22,544	27,854	29,086
Morningstar Closure of facility (6)	—	—	1,076
Corporate:			
Department Realignment(4)	2,535	2,907	—
Organization Optimization Initiative(3)	20,609	—	—
Total Corporate	23,144	2,907	—
Total	$45,688	$30,761	$30,162

(1) These charges in 2011, 2010 and 2009 primarily relate to facility closures in Newport, Kentucky; Baxley, Georgia; Florence, South Carolina; and Flint, Michigan, as well as previously announced closures. We have incurred $55.1 million of charges related to these initiatives to date. We expect to incur additional charges related to these facility closures of $0.7 million, related to shutdown and other costs. As we continue the evaluation of our supply chain described more fully below it is likely that we will close additional facilities in the future.

(2) These charges relate to a plan to reduce the workforce within our Fresh Dairy Direct segment impacting approximately 230 positions. Implementation began during the second quarter of 2010 and was carried out over the balance of the year. The reduction in workforce affected employees across the country and was a result of operational changes from supply chain initiatives. The workforce reduction costs related to this plan were part of an existing benefit arrangement; therefore, the full amount of expected severance benefits was accrued during the second quarter of 2010. We incurred total charges of $3.1 million related to this initiative and do not expect to incur any additional charges going forward.

(3) In the first quarter of 2011 we initiated a significant cost reduction program that is incremental to our other ongoing cost-savings initiatives. This initiative is focused on permanently removing costs out of our business through organizational and corporate departmental redesigns, driven by process simplification and standardization, centralization of activities and reorganization to drive growth in our core customers and categories. As part of this program, we eliminated approximately 300 corporate and field positions by the end of 2011. The charges recorded during 2011 relate to workforce reduction costs associated with the first four tranches of this program and include costs associated with eliminating the position filled by our then President and Chief Operating Officer. The charges incurred under this plan also include workforce reduction and shutdown costs associated with the closure of several distribution facilities within Fresh Dairy Direct that were a direct result of the organizational redesigns noted above. We have incurred $24.9 million of charges related to this initiative to date, and we expect to incur additional charges of approximately $0.4 million related to shutdown and other costs.

(4) In 2010, as a result of peer comparisons and our ongoing cost control initiatives, our management team approved a multi-year cost reduction plan aimed at centralization and process improvement, as well as business unit and functional organization redesigns. Charges in 2011 relate to workforce reduction costs associated with this plan. The plan was implemented during the fourth quarter of 2010 beginning with the redesign of certain functions within human resources, legal and finance. The plan has resulted in the elimination of approximately 75 positions throughout 2011 as each function has reorganized its processes in line with the peer comparisons and internally developed functional blueprints as approved by an executive operating team. We have incurred $5.4 million of charges related to this initiative to date and do not expect to incur any additional charges going forward.

(5) In 2010, we realigned management positions within our Fresh Dairy Direct segment to facilitate supply-chain and commercial focused functions across the segment. This resulted in the elimination of the position filled by the then President of Fresh Dairy Direct and we incurred $2.9 million of workforce reduction costs. We do not expect additional costs related to this initiative; however, as described more fully below, we continue to evaluate opportunities to further align and integrate our Fresh Dairy Direct operations, which could result in additional charges in the future.

(6) These charges in 2009 relate to shut down and other costs associated with the previously announced closure of a facility in Belleville, Pennsylvania. We incurred total charges of $4.7 million under this plan and do not expect to incur any additional charges going forward.

Activity for 2011 and 2010 with respect to facility closing and reorganization costs is summarized below and includes items expensed as incurred:

	Accrued Charges at December 31, 2009	Charges	Payments	Accrued Charges at December 31, 2010	Charges	Payments	Accrued Charges at December 31, 2011
				(In thousands)			
Cash charges:							
Workforce reduction costs	$ 2,319	$13,011	$(11,470)	$ 3,860	$25,171	$(23,846)	$ 5,185
Shutdown costs	23	2,419	(2,426)	16	2,648	(2,705)	(41)
Lease obligations after shutdown	—	254	(254)	—	240	(240)	—
Other	19	552	(566)	5	852	(854)	3
Subtotal	$ 2,361	16,236	$(14,716)	$ 3,881	28,911	$(27,645)	$ 5,147
Non-cash charges:							
Write-down of assets(1)		13,173			16,535		
(Gain)/Loss on sale of related assets		562			(54)		
Pension curtailment		790			—		
Other		—			296		
Total charges		$30,761			$45,688		

(1) The write-down of assets relates primarily to owned buildings, land and equipment of those facilities identified for closure. The assets were tested for recoverability at the time the decision to close the facilities was more likely than not to occur. Estimates of future cash flows used to test the recoverability of the assets included the net cash flows directly associated with and that are expected to arise as a direct result of the use and eventual disposition of the assets. The inputs for the fair value calculation were based on assessment of an individual asset's alternative use within other production facilities, evaluation of recent market data and historical liquidation sales values for similar assets.

During the first quarter of 2012, our management team reassessed our company-wide strategy, resulting in a shift in focus to deploying our capital and strategically investing in the value-added segments of our business. With this new strategy, our goal is to invest our strategic capital primarily in those initiatives that yield higher returns over shorter time frames. In connection with this change, our management team approved a cost reduction plan that is incremental to any other prior cost savings initiative. This initiative is focused on aligning key functions within the Fresh Dairy Direct organization under a single leadership team and permanently removing costs from the Fresh Dairy Direct organization as well as certain functions that support this segment of our business.

We expect to incur approximately $25 million under this initiative, primarily related to workforce reduction costs, the write-down of certain information technology assets and costs associated with exiting other commitments deemed not necessary to execute our new strategy.

Earnings (Loss) Per Share	12 Months Ended Dec. 31, 2011
Earnings (Loss) Per Share [Abstract]	
Earnings (Loss) Per Share	

12. EARNINGS (LOSS) PER SHARE

Basic earnings (loss) per share is based on the weighted average number of common shares outstanding during each period. Diluted earnings (loss) per share is based on the weighted average number of common shares outstanding and the effect of all dilutive common stock equivalents outstanding during each period. Stock option conversions and stock units were not included in the computation of diluted loss per share for the year ended December 31, 2011 as we incurred a loss for this period and any effect on loss per share would have been anti-dilutive. The following table reconciles the numerators and denominators used in the computations of both basic and diluted earnings (loss) per share:

	Year Ended December 31		
	2011	2010	2009
	(In thousands, except share data)		
Basic earnings (loss) per share computation:			
Numerator:			
Income (loss) from continuing operations	$(1,595,787)	$77,740	$228,620
Net loss attributable to non-controlling interest	16,550	8,735	12,461
Income (loss) from continuing operations attributable to Dean Foods Company	$(1,579,237)	$86,475	$241,081
Denominator:			
Average common shares	183,388,220	181,799,306	170,986,886
Basic earnings (loss) per share from continuing operations	$(8.61)	$0.48	$1.41

attributable to Dean Foods Company			
Diluted earnings (loss) per share computation:			
Numerator:			
Income (loss) from continuing operations	$(1,595,787)	$77,740	$228,620
Net loss attributable to non-controlling interest	16,550	8,735	12,461
Income (loss) from continuing operations attributable to Dean Foods Company	$(1,579,237)	$86,475	$241,081
Denominator:			
Average common shares — basic	183,388,220	181,799,306	170,986,886
Stock option conversion(1)	—	574,094	2,474,227
Stock units(2)	—	488,402	397,190
Average common shares — diluted	183,388,220	182,861,802	173,858,303
Diluted earnings (loss) per share from continuing operations attributable to Dean Foods Company	$(8.61)	$0.47	$1.39

(1) Anti-dilutive options excluded	20,763,870	19,681,022	12,846,720
(2) Anti-dilutive stock units excluded	2,499,769	158,991	57,664

Derivative Financial Instruments And Fair Value Measurements (Narrative) (Details) (USD $)	12 Months Ended		
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Derivative [Line Items]			
Hedge ineffectiveness	$ 0	$ 0	$ 0
International sales percentage of total sales	3.00%		
International sales percentage of total long-lived assets	11.00%		
Interest Rate Swap Contracts [Member]			
Derivative [Line Items]			
Hedging activity to be reclassified within next 12 months	38,200,000		
Commodities Contracts [Member]			
Derivative [Line Items]			
Hedging activity to be reclassified within next 12 months	2,600,000		
Foreign Currency Contracts [Member]			
Derivative [Line Items]			
Hedging activity to be reclassified within next 12 months	$ 400,000		

Income Taxes	12 Months Ended Dec. 31, 2011
Income Taxes [Abstract]	
Income Taxes	

8. INCOME TAXES

The following table presents the 2011, 2010 and 2009 income tax expense (benefit):

	Year Ended December 31		
	2011(1)	2010(2)	2009(3)
		(In thousands)	
Current income taxes:			
Federal	$8,580	$(48,528)	$94,190
State	6,476	1,704	15,060
Foreign	598	2,050	3,295
Total current income tax expense (benefit)	15,654	(44,774)	112,545
Deferred income taxes:			
Federal	(399,773)	107,094	33,704
State	(71,698)	9,715	5,132
Foreign	(994)	1,447	464
Total deferred income tax expense (benefit)	(472,465)	118,256	39,300
Total income tax expense (benefit)	$(456,811)	$73,482	$151,845

(1) Excludes $0.5 million in income tax expense related to discontinued operations.
(2) Excludes $8.7 million in income tax benefit related to discontinued operations.
(3) Excludes $0.3 million in income tax benefit related to discontinued operations.

The following table presents the 2011, 2010 and 2009 income (loss) from continuing operations before income taxes for our domestic and foreign operations:

	Year Ended December 31		
	2011	2010	2009
		(In thousands)	
United States	$(2,082,457)	$127,934	$370,642
Other Countries	29,859	23,288	9,823
Total income (loss) from continuing operations before income taxes	$(2,052,598)	$151,222	$380,465

The following is a reconciliation of income tax expense (benefit) computed at the U.S. federal statutory tax rate to income tax expense (benefit) reported in our Consolidated Statements of Operations:

	Year Ended December 31					
	2011		2010		2009	
	Amount	Percentage	Amount	Percentage	Amount	Percentage
			(In thousands, except percentages)			
Tax expense at statutory rate	$ (718,409)	35.0%	$ 52,928	35.0%	$ 133,163	35.0%

State income taxes	(41,237)	2.0	5,855	3.9	14,476	3.8
Foreign taxes versus U.S. statutory rate	(8,188)	0.4	(4,792)	(3.2)	884	0.2
Nondeductible goodwill	305,657	(14.9)	—	—	—	—
Deferred tax asset adjustment	—	—	10,848	7.2	—	—
Exclusion of non-controlling interest tax benefit	5,792	(0.2)	3,057	2.0	4,876	1.3
Nondeductible compensation	1,322	(0.1)	2,713	1.8	3,434	0.9
Other	(1,748)	0.1	2,873	1.9	(4,988)	(1.3)
Total	$(456,811)	22.3%	$73,482	48.6%	$151,845	39.9%

In 2010, we identified deferred tax asset balances associated with errors primarily related to periods prior to 2007. Since the effects of the errors are not material to the financial results for the year ending December 31, 2010 and were not material to any individual year prior to 2010, we adjusted our deferred tax assets and recorded a non-cash income tax charge of $10.8 million.

The tax effects of temporary differences giving rise to deferred income tax assets (liabilities) were:

	December 31	
	2011(1)	**2010(2)**
	(In thousands)	
Deferred income tax assets:		
Accrued liabilities	$166,469	$128,469
Retirement plans and postretirement benefits	53,307	38,324
Share-based compensation	47,482	45,091
Receivables and inventories	20,562	26,218
Derivative instruments	40,359	24,866
Net operating loss carryforwards	30,881	28,902
State and foreign tax credits	10,070	11,143
Other	4,876	3,774
Valuation allowances	(9,176)	(7,660)
	364,830	299,127
Deferred income tax liabilities:		
Intangible assets	(154,650)	(550,197)
Property, plant and equipment	(370,513)	(342,824)
Investment in unconsolidated affiliates	(22,731)	(21,167)
	(547,894)	(914,188)
Net deferred income tax liability	$(183,064)	$(615,061)

(1) Includes $10.1 million of deferred tax assets related to uncertain tax positions.

(2) Includes $14.3 million of deferred tax assets related to uncertain tax positions.

These net deferred income tax assets (liabilities) are classified in our Consolidated Balance Sheets as follows:

	December 31	
	2011	2010
	(In thousands)	
Current assets	$109,475	$141,653
Noncurrent liabilities	(292,539)	(756,714)
Total	$(183,064)	$(615,061)

As discussed in Note 6, in 2011, we identified that we had not set up a deferred tax liability for a trademark acquired as part of our acquisition of WhiteWave in 2002. We corrected this error as of December 31, 2011 and recorded an increase in deferred tax liabilities of $59.6 million with a corresponding increase to the goodwill attributable to our WhiteWave reporting unit.

At December 31, 2011, we had $30.9 million of tax-effected state and foreign net operating loss carryforwards and $10.1 million of state and foreign tax credits available for carryover to future years. These items are subject to certain limitations and begin to expire in 2012. A valuation allowance of $9.2 million has been established because we do not believe it is more likely than not that all of the deferred tax assets related to state and foreign net operating loss carryforwards, state credit carryforwards and foreign tax credit carryforwards will be realized prior to expiration. Our valuation allowance increased $1.5 million in 2011 for the expected nonutilization of certain state net operating loss carryforwards.

The following is a reconciliation of gross unrecognized tax benefits, including interest, recorded in our Consolidated Balance Sheets:

	December 31		
	2011	2010	2009
		(In thousands)	
Balance at beginning of year	$ 58,165	$72,611	$ 41,400
Increases in tax positions for current year	15,531	1,245	5,204
Increases in tax positions for prior years	4,518	7,857	5,641
Acquired increases in tax positions for prior years	—	—	31,019
Decreases in tax positions for prior years	(31,162)	(18,295)	(4,181)
Settlement of tax matters	(4,066)	(3,884)	(5,249)
Lapse of applicable statutes of limitations	(1,285)	(1,369)	(1,223)
Balance at end of year	$41,701	$58,165	$72,611

These unrecognized tax benefits are classified in our Consolidated Balance Sheets as follows:

	December 31		
	2011	2010	2009
		(In thousands)	

Accrued expenses	$4,687	$5,620	$3,333
Other long-term liabilities	37,014	52,545	69,278
Total	$41,701	$58,165	$72,611

Of the balance at December 31, 2011, $26.8 million would impact our effective tax rate and $4.8 million would be offset by tax benefits associated with potential transfer pricing adjustments, if recognized. The remaining $10.1 million represents tax positions for which the ultimate deductibility is highly certain but for which there is uncertainty about the timing of such deductibility. Due to the impact of deferred income tax accounting, the disallowance of the shorter deductibility period would not affect our effective tax rate but would accelerate payment of cash to the applicable taxing authority. We do not expect any material changes to our liability for uncertain tax positions during the next 12 months.

We recognize accrued interest related to uncertain tax positions as a component of income tax expense. Penalties, if incurred, are recorded in general and administrative expenses in our Consolidated Statements of Operations. Income tax expense for 2011, 2010 and 2009 included interest expense, net of tax of $0, ($1.6) million, and $1.1 million, respectively. Our liability for uncertain tax positions included accrued interest of $4.1 million and $4.9 million at December 31, 2011 and 2010, respectively.

As of December 31, 2011, our 2008 to 2010 tax years remain subject to examination in our major jurisdictions. State income tax returns are generally subject to examination for a period of three to five years after filing. We have various state and foreign income tax returns in the process of examination, appeals or settlement.

Property, Plant And Equipment (Narrative) (Details) (USD $) In Millions, unless otherwise specified	12 Months Ended	
	Dec. 31, 2011	Dec. 31, 2010
Property, Plant And Equipment [Abstract]		
Interest related to borrowings	$ 1.5	$ 1.4
Other non-cash additions to property, plant and equipment	$ 10.8	$ 13.0

Employee Retirement And Profit Sharing Plans (Pension Plans With An Accumulated Benefit Obligation In Excess Of Plan Assets) (Details) (USD $) In Millions, unless otherwise specified	Dec. 31, 2011	Dec. 31, 2010
Employee Retirement And Profit Sharing Plans [Abstract]		
Projected benefit obligation	$ 323.0	$ 299.6
Accumulated benefit obligation	313.1	290.2
Fair value of plan assets	$ 227.0	$ 226.3

Goodwill And Intangible Assets	12 Months Ended Dec. 31, 2011
Goodwill And Intangible Assets [Abstract]	
Goodwill And Intangible Assets	

6. GOODWILL AND INTANGIBLE ASSETS

Our goodwill and intangible assets have resulted from acquisitions. Upon acquisition, the purchase price is first allocated to identifiable assets and liabilities, including trademarks and customer-related intangible assets, with any remaining purchase price recorded as goodwill. Goodwill and trademarks with indefinite lives are not amortized.

A trademark is determined to have an indefinite life if it has a history of strong sales and cash flow performance that we expect to continue for the foreseeable future. If these perpetual trademark criteria are not met, the trademarks are amortized over their expected useful lives. Determining the expected life of a trademark is based on a number of factors including the competitive environment, trademark history and anticipated future trademark support.

Amortizable intangible assets are only evaluated for impairment upon a significant change in the operating environment. If an evaluation of the undiscounted cash flows indicates impairment, the asset is written down to its estimated fair value, which is generally based on discounted future cash flows.

We conduct impairment tests of goodwill and intangible assets with indefinite lives annually in the fourth quarter and on an interim basis when circumstances arise that indicate a possible impairment. We evaluate goodwill at the reporting unit level; our reporting units include Fresh Dairy Direct, WhiteWave, Morningstar and Alpro. We did not recognize any impairment charges related to goodwill during 2010 or 2009.

Interim Impairment Test at Fresh Dairy Direct — During the third quarter of 2011, we performed a step one interim goodwill analysis of our Fresh Dairy Direct reporting unit. A prolonged economic decline has resulted in significantly lower consumer spending, declining volumes in the fluid milk industry and increased competitive pricing pressures that are unlikely to improve materially. These conditions have continued to affect both consumption and pricing in our Fresh Dairy Direct product categories, which culminated in a change to our outlook for that business. We believed that these indicators of impairment were isolated to the Fresh Dairy Direct reporting unit and did not warrant interim testing for our WhiteWave, Morningstar and Alpro reporting units. We assessed each of these reporting units for impairment during the fourth quarter of 2011 in connection with our annual impairment test, as described more fully below.

Based on the results of the step one analysis, we determined that the carrying value of our Fresh Dairy Direct reporting unit exceeded its fair value. For purposes of the step one analysis, we estimated the fair value of the Fresh Dairy Direct reporting unit using both an income approach that analyzed projected discounted cash flows and a market approach that considered other comparable companies. Both approaches resulted in substantially similar values for our Fresh Dairy Direct reporting unit. We also compared the aggregate fair value estimates of all of our reporting units, using the fair values derived in our 2010 annual impairment test, conducted in the fourth quarter of 2010, for our other three reporting units, to our enterprise value (market capitalization plus outstanding indebtedness) as of the valuation date. In our view, the comparison indicated that the step one determination of fair value of Fresh Dairy Direct was reasonable.

In calculating the fair value of our Fresh Dairy Direct reporting unit we used unobservable inputs (Level 3, as defined in Note 10) and significant management judgment. We used the following estimates and assumptions in the discounted cash flow analysis:

A terminal EBITDA margin percentage reflecting our historical and forecasted EBITDA margins;
A terminal growth rate based on long term real growth rate potential and a long-term inflation forecast;
Assumptions regarding future capital expenditures reflective of maintaining facilities under normalized operations; and
An overall discount rate based on our weighted average cost of capital for the Fresh Dairy Direct reporting unit.

Additionally, under the market approach analysis, we used significant other observable inputs (Level 2, as defined in Note 10) including various peer company comparisons. Changes in these estimates or assumptions could materially affect the determination of fair value and the conclusions of the step one analysis for the reporting unit.

Because our Fresh Dairy Direct reporting unit carrying value was determined to be in excess of its fair value in our step one analysis, we were required to perform step two of the impairment analysis to determine the amount of goodwill impairment to be recorded. The amount of the impairment is calculated by comparing the implied fair value of the goodwill to its carrying amount, which requires us to allocate the fair value determined in the step one analysis to the individual assets and liabilities of the reporting unit. Any remaining fair value would represent the implied fair value of goodwill on the testing date.

The interim impairment analysis was not complete as of the filing date of our Quarterly Report on Form 10-Q for the period ended September 30, 2011; however, based on the work performed through the date of that filing, we concluded that an impairment charge between $1.9 billion and $2.1 billion could be reasonably estimated. Accordingly, we recorded a $1.9 billion, non-cash charge ($1.6 billion, net of tax), during the third quarter of 2011, which represented our best estimate of the impairment present at September 30, 2011. This impairment charge did not impact our operations, compliance with our debt covenants or our cash flows.

During the fourth quarter of 2011, we finalized the interim impairment analysis of Fresh Dairy Direct goodwill and other indefinite-lived intangible assets and recorded an additional non-cash impairment charge of $149.8 million ($57.9 million, net of tax). The adjustment to the initial impairment estimate booked during the third quarter of 2011 was the result of refining our valuation models to verify the overall accuracy and reasonableness of all significant inputs and assumptions. This impairment charge did not impact our operations, compliance with our debt covenants or our cash flows.

Annual Impairment Test of Goodwill and Indefinite-Lived Intangible Assets — Following the interim testing of our Fresh Dairy Direct reporting unit as described above, we conducted our annual impairment test during the fourth quarter of 2011. Considerable management judgment is necessary to evaluate goodwill and indefinite-lived intangible assets for impairment. We determine fair value using widely acceptable valuation techniques including discounted cash flows, market multiples analyses and relief from royalty analyses. Assumptions used in our valuations, such as forecasted growth rates and our cost of capital, are consistent with our internal projections and operating plans. The terminal growth rates utilized in calculating the fair value of our reporting units (ranging from 1% to 3.5%) is also dependent upon meeting our internal projections and operating plans, as well as other factors and assumptions.

Based on our analysis performed in the fourth quarter of 2011, each of our reporting units tested had fair values in excess of book values by approximately $512 million or 28.6%, $510 million or 94.5%, $1.2 billion or 106.7% and $193 million or 46.4% for Fresh Dairy Direct, Morningstar, WhiteWave and Alpro, respectively. The sum of the fair values of our reporting units was in excess of our market capitalization. We believe that the difference between the fair value and market capitalization is reasonable (in the context of assessing whether any asset impairment exists) when market-based control premiums are taken into consideration. Additionally, based on the analysis of our indefinite-lived trademarks performed in the fourth quarter of 2011, each of our trademarks had fair values in excess of their book values.

In 2009, we recognized an impairment charge of $0.5 million in Fresh Dairy Direct related to a perpetual trademark for a regional brand due to projected declining annualized sales volumes and profitability. These trademarks were no longer deemed to have a perpetual life and are being amortized over their respective estimated remaining lives.

We can provide no assurance that we will not have additional impairment charges in future periods as a result of changes in our operating results or our assumptions.

The changes in the carrying amount of goodwill for the years ended December 31, 2011 and 2010 are as follows:

	Fresh Dairy Direct	WhiteWave-Alpro	Morningstar	Total

	(In thousands)			
Balance at December 31, 2009	$2,223,565	$712,912	$336,337	$3,272,814
Acquisitions and purchase accounting adjustments	(4,696)	—	—	(4,696)
Foreign currency translation	—	(6,487)	—	(6,487)
Goodwill transferred to assets held for sale (1)	(55,084)	—	(27,355)	(82,439)
Balance at December 31, 2010	$2,163,785	$706,425	$308,982	$3,179,192
Goodwill impairment	(2,075,836)	—	—	(2,075,836)
Acquisitions and purchase accounting adjustments	—	—	—	—
Foreign currency translation	—	(3,655)	—	(3,655)
Divestitures (Note 2)	(1,108)	—	(2,888)	(3,996)
Other (2)	—	59,566	—	59,566
Balance at December 31, 2011	$86,841	$762,336	$306,094	$1,155,271

(1) In the fourth quarter of 2010, we entered into agreements to sell our Mountain High and private label yogurt operations. In connection with these divestitures, goodwill of $82.4 million was allocated to these operations and recorded as assets held for sale as of December 31, 2010.

(2) In 2011, we identified that we had not set up a deferred tax liability for a trademark acquired as part of our acquisition of WhiteWave in 2002. We corrected this error as of December 31, 2011 and recorded an increase in the goodwill attributable to our WhiteWave reporting unit of $59.6 million, with a corresponding increase in deferred tax liabilities. See Note 8.

The gross carrying amount and accumulated amortization of our intangible assets other than goodwill as of December 31, 2011 and 2010 are as follows:

	December 31					
	2011			2010		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
	(In thousands)					
Intangible assets with indefinite lives:						
Trademarks(1)	$586,663	$—	$586,663	$593,387	$—	$593,387
Intangible assets with finite lives:						
Customer-related and other (1)	131,751	(53,652)	78,099	133,829	(44,622)	89,207
Trademarks(1)(2)	10,564	(4,938)	5,626	18,614	(4,474)	14,140
Total	$728,978	$(58,590)	$670,388	$745,830	$(49,096)	$696,734

(1) We wrote off $4.6 million of indefinite-lived intangibles and $1.5 million of net finite-lived intangibles during 2011 related to the divestitures disclosed in Note 2. The remaining decrease in the carrying amount of intangible assets with indefinite lives is primarily the result of foreign currency translation adjustments.

(2) During 2011, we sold a trademark with a gross carrying amount of $7.5 million.

Amortization expense on intangible assets for the years ended December 31, 2011, 2010 and 2009 was $10.5 million, $11.3 million and $9.6 million, respectively. Estimated aggregate intangible asset amortization expense for the next five years is as follows:

2012	$9.3 million
2013	9.2 million
2014	8.5 million

2015	8.5 million
2016	8.5 million

Accounts Payable And Accrued Expenses	12 Months Ended Dec. 31, 2011
Accounts Payable And Accrued Expenses [Abstract]	
Accounts Payable And Accrued Expenses	**7. ACCOUNTS PAYABLE AND ACCRUED EXPENSES**

Accounts payable and accrued expenses as of December 31, 2011 and 2010 consisted of the following:

	December 31	
	2011	2010
	(In thousands)	
Accounts payable	$768,886	$782,185
Payroll and benefits	166,098	131,177
Health insurance, workers' compensation and other insurance costs	70,844	74,934
Current derivative liability	42,136	60,326
Other accrued liabilities	184,201	184,254
Total	$ 1,232,165	$ 1,232,876

Debt	12 Months Ended Dec. 31, 2011

Debt [Abstract]

Debt

9. **DEBT**

	December 31, 2011		December 31, 2010	
	Amount Outstanding	Interest Rate	Amount Outstanding	Interest Rate
	(In thousands, except percentages)			
Dean Foods Company debt obligations:				
Senior secured credit facility	$2,477,160	3.00%*	$3,033,529	2.96%*
Senior notes due 2016	498,959	7.00	498,765	7.00
Senior notes due 2018	400,000	9.75	400,000	9.75
	3,376,119		3,932,294	
Subsidiary debt obligations:				
Senior notes due 2017	129,117	6.90	127,504	6.90
Receivables-backed facility	260,000	1.31 **	—	
Capital lease obligations and other	692		7,727	
Alpro revolving credit facility	—		—	
	389,809		135,231	
	3,765,928		4,067,525	
Less current portion	(202,539)		(174,250)	
Total long-term portion	$3,563,389		$3,893,275	

* Represents a weighted average rate, including applicable interest rate margins, for the senior secured revolving credit facility, term loan A and term loan B.

** Represents a weighted-average rate, including applicable interest rate margins, for indebtedness outstanding under the receivables securitization facility.

The scheduled maturities of long-term debt at December 31, 2011, were as follows (in thousands):

	Total	Term Loan A	Term Loan B	Other*
2012	$202,539	$169,396	$17,675	$15,468
2013	491,813	213,975	17,675	260,163
2014	1,037,375	276,384	676,230	84,761
2015	10,535	—	10,535	—
2016	970,923	—	470,923	500,000
Thereafter	1,066,667	—	524,667**	542,000
Subtotal	3,779,852	659,755	1,717,705	1,402,392
Less discounts	(13,924)	—	—	(13,924)
Total outstanding debt	$3,765,928	$659,755	$1,717,705	$1,388,468

* Includes our revolving credit facility, receivables-backed facility, Dean Foods Company senior notes, subsidiary senior notes, capital lease obligations and other debt.

** The scheduled maturity of a portion of term loan B is April 2, 2017, subject to the condition that we meet certain leverage, debt, cash or credit rating tests following December 31, 2015. However, if at least one of these tests is not met, the maturity date for this portion of term loan B will be April 2, 2016.

Senior Secured Credit Facility — Our senior secured credit facility consists of an original combination of a $1.5 billion five-year revolving credit facility, a $1.5 billion five-year term loan A, and a $1.8 billion seven-year term loan B. In June 2010, we amended and restated the agreement governing the senior secured credit facility, and entered into a further amendment in December 2010, which included extension of the maturity dates for certain principal amounts, amendment of the maximum permitted leverage ratio and minimum interest coverage ratio and the addition of a senior secured leverage ratio (each as defined in our credit agreement), and the amendment of certain other terms. At December 31, 2011, there were outstanding borrowings of $660 million under the term loan A, $1.72 billion under the term loan B and $100 million under the revolving credit facility. Our average daily balance under the revolving credit facility during the year ended December 31, 2011 was $117.9 million. Letters of credit in the aggregate amount of $2.2 million were issued under the revolving credit facility but undrawn.

The amended and restated senior secured revolving credit facility is available for the issuance of up to $350 million of letters of credit and up to $150 million of swingline loans. No principal payments are due on the revolving credit facility until April 2, 2012, at which time any principal borrowings on a pro rata basis related to the $225 million of non-extended revolving credit facility commitments would become payable. No principal payments are due on the remaining $1.275 billion of extended revolving credit facility commitments until April 2, 2014. The credit agreement requires mandatory principal prepayments upon the occurrence of certain asset sales (provided that such sales, in total, exceed $250 million in any fiscal year), recovery events or as a result of exceeding certain leverage limits.

As discussed in Note 2, on February 1, 2011, we completed the sale of our Mountain High yogurt operations. We used the cash proceeds of approximately $85 million to prepay a portion of the outstanding 2012 tranche A term loan borrowings. Additionally, on April 1, 2011, we completed the sale of our private label yogurt operations and used the cash proceeds of approximately $93 million for additional debt repayments, including the full repayment of the remaining outstanding 2012 tranche A term loan borrowings.

Our credit agreement permits us to complete acquisitions that meet all of the following conditions without obtaining prior approval from our lenders: (1) the acquired company is involved in the manufacture, processing and distribution of food or packaging products or any other line of business in which we were engaged as of April 2007, (2) the net cash purchase price for any single acquisition is not greater than $500 million and not greater than $100 million if our leverage ratio is greater than 4.50 times on a pro-forma basis, (3) we acquire at least 51% of the acquired entity, (4) the transaction is approved by the board of directors or shareholders, as appropriate, of the target and (5) after giving effect to such acquisition on a pro-forma basis, we would have been in compliance with all financial covenants. All other acquisitions must be approved in advance by the required lenders.

The senior secured credit facility contains limitations on liens, investments and the incurrence of additional indebtedness, prohibits certain dispositions of property and restricts certain payments, including dividends. There are no restrictions on these certain payments, including dividends, when our leverage ratio is below 4.50 times on a pro-forma basis. The senior secured credit facility is secured by liens on substantially all of our domestic assets including the assets of our domestic subsidiaries, but excluding the capital stock of subsidiaries of the former Dean Foods Company ("Legacy Dean"), the real property owned by Legacy Dean and its subsidiaries, and accounts receivable associated with the receivables-backed facility.

The credit agreement contains standard default triggers, including without limitation: failure to maintain compliance with the financial and other covenants contained in the credit agreement, default on certain of our other debt, a change in control and certain other material adverse changes in our business. The credit agreement does not contain any requirements to maintain specific credit rating levels, except as described above with respect to determining the maturity date for the 2017 tranche of term loan B.

Receivables-Backed Facility — We have a $600 million receivables securitization facility pursuant to which certain of our subsidiaries sell their accounts receivable to four wholly-owned entities intended to be bankruptcy-remote. The entities then transfer the receivables to third-party asset-backed commercial paper conduits sponsored by major financial institutions. The assets and liabilities of these four entities are fully reflected in our Consolidated Balance Sheets, and the securitization is treated as a borrowing for accounting purposes.

On September 28, 2011, we amended the agreement governing the receivables-backed facility. The terms of the agreement were modified to extend the liquidity termination date to September 25, 2013, to include the ability to issue letters of credit of up to $300 million under the facility, and to amend certain other terms. As a result of the amendment, we incurred fees of approximately $0.6 million.

The total amount of receivables sold to these entities as of December 31, 2011 was $905.7 million. During 2011, we borrowed $4.7 billion and subsequently repaid $4.4 billion under this facility with a remaining drawn balance of $260.0 million at December 31, 2011, excluding letters of credit in the aggregate amount of $165.4 million that were issued but undrawn. Our average daily balance under the receivables-backed facility during the year ended December 31, 2011 was $313.0 million. The facility bears interest at a variable rate based upon commercial paper and LIBOR rates plus an applicable margin. Our ability to re-borrow under this facility is subject to a monthly borrowing base formula. Based on this formula, we could fully access the $600 million commitment as of December 31, 2011.

As discussed in Note 18, on February 14, 2012, the United States District Court for the Eastern District of Tennessee granted preliminary approval of our settlement agreement with the plaintiffs in the Tennessee dairy farmer actions. As part of the proposed settlement agreement, on February 21, 2012 we issued a standby letter of credit in the amount of $80 million, representing the subsequent payments due under the terms of the settlement agreement.

We are currently in compliance with all covenants under our credit agreements, and based on our internal projections we expect to maintain such compliance for the foreseeable future.

Dean Foods Company Senior Notes due 2018 — On December 16, 2010, we issued $400 million aggregate principal amount of 9.75% senior unsecured notes. The senior notes were sold in a private placement to qualified institutional buyers and in offshore transactions and were not registered under the Securities Act of 1933. On August 3, 2011, we exchanged $400 million of the senior notes for new notes evidencing the same indebtedness and with substantially similar terms as the corresponding series of old notes, except that the new notes are registered under the Securities Act and do not have restrictions on transfer, rights to special interest or registration rights. These notes are our senior unsecured obligations and mature on December 15, 2018 with interest payable on June 15 and December 15 of each year. The indenture under which we issued the senior notes due 2018 does not contain financial covenants but does contain covenants that, among other things, limit our ability to incur certain indebtedness, enter into sale-leaseback transactions and engage in mergers, consolidations and sales of all or substantially all of our assets. The carrying value of these notes at December 31, 2011 was $400.0 million.

Dean Foods Company Senior Notes due 2016 — On May 17, 2006, we issued $500 million aggregate principal amount of 7.0% senior unsecured notes. The senior unsecured notes mature on June 1, 2016, and interest is payable on June 1 and December 1 of each year. The indenture under which we issued the senior notes due 2016 does not contain financial covenants but does contain covenants that, among other things, limit our ability to incur certain indebtedness, enter into sale-leaseback transactions and engage in mergers, consolidations and sales of all or substantially all of our assets. The carrying value of these notes at December 31, 2011 was $499.0 million.

Subsidiary Senior Notes due 2017 — Legacy Dean had certain senior notes outstanding at the time of its acquisition, of which one series ($142 million aggregate principal amount) remains outstanding with a maturity date of October 15, 2017. The carrying value of these notes at December 31, 2011 was $129.1 million at 6.90% interest. The indenture governing the Legacy Dean senior notes does not contain financial covenants but does contain certain restrictions, including a prohibition against Legacy Dean and its subsidiaries granting liens on certain of their real property interests and a prohibition against Legacy Dean granting liens on the stock of its subsidiaries. The Legacy Dean senior notes are not guaranteed by Dean Foods Company or Legacy Dean's wholly-owned subsidiaries.

Capital Lease Obligations and Other — Capital lease obligations and other subsidiary debt includes various promissory notes related to the purchase of property, plant and equipment and capital lease obligations. As of December 31, 2010, other subsidiary debt also included promissory notes for financing current year property and casualty insurance premiums. The various promissory notes payable provide for interest at varying rates and are payable in periodic installments of principal and interest until maturity, when the remaining principal balances are due. Capital lease obligations represent machinery and equipment financing obligations, which are payable in monthly installments of principal and interest and are collateralized by the related assets financed. See Note 18.

Alpro Revolving Credit Facility — On July 8, 2011, Alpro Comm VA renewed its multicurrency revolving credit facility for borrowings in an amount not to exceed 1 million (or its currency equivalent). The facility is unsecured and is guaranteed by Dean Foods Company and various Alpro Comm VA subsidiaries. Proceeds under the facility may be used for working capital and other general corporate purposes of Alpro Comm VA. The subsidiary revolving credit facility is available for the issuance of up to 1 million (or its currency equivalent) of letters of credit. No principal payments are due under the subsidiary revolving credit facility until maturity on July 2, 2012. At December 31, 2011, there were no outstanding borrowings under this facility.

Interest Rate Agreements — See Note 10 for information related to interest rate swap arrangements associated with our debt.

Guarantor Information — The 2016 and 2018 senior notes described above are our unsecured obligations and are fully and unconditionally, joint and severally guaranteed by substantially all of our wholly-owned U.S. subsidiaries other than our receivables securitization subsidiaries.

The following condensed consolidating financial information present the financial position, results of operations and cash flows of Dean Foods Company ("Parent"), the wholly-owned subsidiary guarantors of the Dean Foods Company senior notes due 2016 and 2018 and separately the combined results of the wholly-owned subsidiaries that are not a party to the guarantees. The wholly-owned non-guarantor subsidiaries reflect certain foreign and other operations, including our Hero/WhiteWave joint venture, in addition to our receivables securitization subsidiaries.

We have corrected the presentation of our audited condensed consolidating financial information for the years ended 2010 and 2009 to properly reflect the investment in and equity earnings of the non-guarantor subsidiaries by certain guarantor subsidiaries in accordance with SEC Regulation S-X, which were previously only presented in the Parent column. We have also restated amounts previously disclosed to (i) properly present the equity in earnings of consolidated subsidiaries in the Parent column which was previously presented in pre-tax income from subsidiaries, discontinued operations, and non-controlling interest, (ii) properly reflect guarantor subsidiaries' cash flows from operations which were included in the Parent column and correct the associated intercompany balances, and (iii) allocate certain deferred income taxes and other current and long-term tax liabilities from the Parent column to the guarantor and non-guarantor subsidiaries columns, correct the associated intercompany balances, and reflect corresponding changes to cash flows from operating and financing activities. These corrections had no impact on consolidated results as previously reported.

	Condensed Consolidating Balance Sheet as of December 31, 2011				
	Parent	**Guarantor Subsidiaries**	**Non-Guarantor Subsidiaries**	**Eliminations**	**Consolidated Totals**
			(In thousands)		
ASSETS					
Current assets:					
Cash and cash equivalents	$3,061	$6,221	$105,569	$—	$114,851
Receivables, net	104	61,156	884,849	—	946,109
Income tax receivable	24,934	—	26	—	24,960
Inventories	—	426,126	26,024	—	452,150
Intercompany receivables	—	4,821,647	—	(4,821,647)	—
Intercompany note receivable	—	125,000	—	(125,000)	—
Other current assets	44,779	117,952	12,339	—	175,070
Assets held for sale	—	—	3,182	—	3,182
Total current assets	72,878	5,558,102	1,031,989	(4,946,647)	1,716,322
Property, plant and equipment, net	413	1,931,787	182,180	—	2,114,380
Goodwill	0	993,250	162,021	—	1,155,271
Identifiable intangible and other assets, net	69,904	587,442	111,044	—	768,390
Investment in subsidiaries	7,738,221	356,983	—	(8,095,204)	—
Total	$7,881,416	$9,427,564	$1,487,234	$(13,041,851)	$5,754,363
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)					
Current liabilities:					
Accounts payable and accrued expenses	$148,543	$1,012,736	$70,886	$—	$1,232,165
Intercompany payables	4,245,143	—	576,504	(4,821,647)	—
Current portion of debt	202,012	259	268	—	202,539
Intercompany note payable	—	—	125,000	(125,000)	—
Current portion of litigation settlements	60,838	—	—	—	60,838
Total current liabilities	4,656,536	1,012,995	772,658	(4,946,647)	1,495,542
Long-term debt	3,174,107	129,282	260,000	—	3,563,389
Other long-term liabilities	81,171	547,066	92,846	—	721,083

Long-term litigation settlements	73,000	—	—	—	73,000
Dean Foods Company stockholders' equity (deficit)	(103,398)	7,738,221	356,983	(8,095,204)	(103,398)
Non-controlling interest	—	—	4,747	—	4,747
Total Stockholders' equity (deficit)	(103,398)	7,738,221	361,730	(8,095,204)	(98,651)
Total	$7,881,416	$9,427,564	$1,487,234	$(13,041,851)	$5,754,363

Condensed Consolidating Balance Sheet as of December 31, 2010

	Parent		Guarantor Subsidiaries		Non-Guarantor Subsidiaries		Eliminations		Consolidated Totals
	As Previously Reported	As Restated	As Previously Reported	As Restated	As Previously Reported	As Restated	As Previously Reported	As Restated	
					(In thousands)				
ASSETS									
Current assets:									
Cash and cash equivalents	$307	$307	$9,750	$9,750	$81,950	$81,950	$—	$—	$92,007
Receivables, net	353	353	33,941	33,941	856,725	856,725	—	—	891,019
Income tax receivable	71,173	71,173	—	—	164	164	—	—	71,337
Inventories	—	—	394,862	394,862	30,714	30,714	—	—	425,576
Intercompany receivables	193,051	193,051	4,211,670	4,677,374	13,924	13,924	(4,418,645)	(4,884,349)	—
Other current assets	105,345	25,850	96,967	176,407	16,851	16,906	—	—	219,163
Assets held for sale	—	—	117,114	117,114	—	—	—	—	117,114
Total current assets	370,229	290,734	4,864,304	5,409,448	1,000,328	1,000,383	(4,418,645)	(4,884,349)	1,816,216
Property, plant and equipment, net	222	222	1,900,192	1,900,192	212,977	212,977	—	—	2,113,391
Goodwill	—	—	3,013,516	3,013,516	165,676	165,676	—	—	3,179,192
Identifiable intangible and other assets, net	88,135	88,135	616,435	616,435	143,298	143,298	—	—	847,868
Investment in subsidiaries	9,335,787	9,335,787	—	494,947	—	—	(9,335,787)	(9,830,734)	—
Total	$9,794,373	$9,714,878	$10,394,447	$11,434,538	$1,522,279	$1,522,334	$(13,754,432)	$(14,715,083)	$7,956,667
LIABILITIES AND STOCKHOLDERS' EQUITY									
Current liabilities:									
Accounts payable and accrued expenses	$138,869	$135,685	$1,014,819	$1,018,003	$79,188	$79,188	$—	$—	$1,232,876
Intercompany payables	3,568,750	4,060,029	21,586	21,586	828,309	802,734	(4,418,645)	(4,884,349)	—
Current portion of debt	167,540	167,540	6,454	6,454	256	256	—	—	174,250
Liabilities of disposal groups held for sale	—	—	3,839	3,839	—	—	—	—	3,839
Current portion of litigation settlements	30,000	30,000	—	—	—	—	—	—	30,000
Total current liabilities	3,905,159	4,393,254	1,046,698	1,049,882	907,753	882,178	(4,418,645)	(4,884,349)	1,440,965
Long-term debt	3,764,754	3,764,754	127,892	127,892	629	629	—	—	3,893,275
Other long-term liabilities	624,935	57,345	379,017	920,977	104,407	130,037	—	—	1,108,359
Dean Foods Company stockholders' equity	1,499,525	1,499,525	8,840,840	9,335,787	494,947	494,947	(9,335,787)	(9,830,734)	1,499,525
Non-controlling interest	—	—	—	—	14,543	14,543	—	—	14,543
Total Stockholders' equity	1,499,525	1,499,525	8,840,840	9,335,787	509,490	509,490	(9,335,787)	(9,830,734)	1,514,068
Total	$9,794,373	$9,714,878	$10,394,447	$11,434,538	$1,522,279	$1,522,334	$(13,754,432)	$(14,715,083)	$7,956,667

	Condensed Consolidating Statement of Operations for the Year Ended December 31, 2011				
	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated Totals
			(In thousands)		
Net sales	$—	$12,669,751	$385,742	$—	$13,055,493
Cost of sales	—	9,806,337	231,570	—	10,037,907
Gross profit	—	2,863,414	154,172	—	3,017,586
Selling and distribution	—	1,872,808	90,940	—	1,963,748
General and administrative	9,614	552,496	46,758	—	608,868
Amortization of intangibles	—	9,152	1,387	—	10,539
Facility closing and reorganization costs	—	45,688	—	—	45,688
Litigation settlements	131,300	—	—	—	131,300
Goodwill impairment	—	2,075,836	—	—	2,075,836
Other operating income	(800)	(36,377)	20,346	—	(16,831)
Interest expense	234,517	11,071	7,363	—	252,951
Other (income) expense, net	(10,664)	9,418	(669)	—	(1,915)
Loss from continuing operations before income taxes and equity in earnings (loss) of subsidiaries	(363,967)	(1,676,678)	(11,953)	—	(2,052,598)
Income tax benefit	(134,994)	(311,627)	(10,190)	—	(456,811)
Loss before equity in earnings (loss) of subsidiaries	(228,973)	(1,365,051)	(1,763)	—	(1,595,787)
Equity in earnings (loss) of consolidated subsidiaries	(1,346,648)	18,403	—	1,328,245	—
Loss from continuing operations	(1,575,621)	(1,346,648)	(1,763)	1,328,245	(1,595,787)
Gain on sale of discontinued operations, net of tax	—	—	3,616	—	3,616
Net income (loss)	(1,575,621)	(1,346,648)	1,853	1,328,245	(1,592,171)
Net loss attributable to non-controlling interest	—	—	16,550	—	16,550
Net income (loss) attributable to Dean Foods Company	$(1,575,621)	$(1,346,648)	$18,403	$1, 328,245	$(1,575,621)

	Condensed Consolidating Statement of Operations for the Year Ended December 31, 2010							
	Parent		Guarantor Subsidiaries		Non-Guarantor Subsidiaries	Eliminations		Consolidated Totals
	As Previously Reported	As Restated	As Previously Reported	As Restated		As Previously Reported	As Restated	
				(In thousands)				
Net sales	$—	$—	$11,760,772	$11,760,772	$ 362,115	$—	$—	$12,122,887
Cost of sales	—	—	8,905,747	8,905,747	211,218	—	—	9,116,965
Gross profit	—	—	2,855,025	2,855,025	150,897	—	—	3,005,922
Selling and distribution	—	—	1,807,075	1,807,075	97,451	—	—	1,904,526
General and administrative	7,924	7,924	584,982	584,982	48,045	—	—	640,951
Facility closing and reorganization costs	—	—	30,761	30,761	—	—	—	30,761
Litigation settlements	—	—	30,000	30,000	—	—	—	30,000
Interest expense	237,037	237,037	10,598	10,598	666	—	—	248,301
Other (income) expense, net	(7,909)	(7,909)	8,948	8,948	(878)	—	—	161
Income from subsidiaries	(388,274)	—	—	—	—	388,274	—	—
Income (loss) from continuing operations before income taxes and equity in earnings of subsidiaries	151,222	(237,052)	382,661	382,661	5,613	(388,274)	—	151,222
Income tax expense (benefit)	73,482	(112,490)	185,947	185,947	25	(185,972)	—	73,482
Income (loss) before equity in earnings of subsidiaries	77,740	(124,562)	196,714	196,714	5,588	(202,302)	—	77,740
Equity in earnings of consolidated subsidiaries	—	216,053	—	19,339	—	—	(235,392)	—
Income from continuing operations	77,740	91,491	196,714	216,053	5,588	(202,302)	(235,392)	77,740
Gain on sale of discontinued operations, net of tax	7,521	—	—	—	7,521	(7,521)	—	7,521
Loss from discontinued operations, net of tax	(2,505)	—	—	—	(2,505)	2,505	—	(2,505)

Net income	82,756	91,491	196,714	216,053	10,604	(207,318)	(235,392)	82,756
Net loss attributable to non-controlling interest	8,735	—	—	—	8,735	(8,735)	—	8,735
Net income attributable to Dean Foods Company	$ 91,491	$ 91,491	$ 196,714	$216,053	$ 19,339	$ (216,053)	$(235,392)	$91,491

Condensed Consolidating Statement of Operations for the Year Ended December 31, 2009

	Parent		Guarantor Subsidiaries		Non-Guarantor Subsidiaries	Eliminations		Consolidated Totals
	As Previously Reported	As Restated	As Previously Reported	As Restated		As Previously Reported	As Restated	
				(In thousands)				
Net sales	$—	$—	$10,928,250	$10,928,250	$ 185,532	$—	$—	$11,113,782
Cost of sales	—	—	7,896,766	7,896,766	111,795	—	—	8,008,561
Gross profit	—	—	3,031,484	3,031,484	73,737	—	—	3,105,221
Selling and distribution	—	—	1,752,829	1,752,829	66,004	—	—	1,818,833
General and administrative	18,287	18,287	591,569	591,569	23,616	—	—	633,472
Facility closing and reorganization costs	—	—	30,162	30,162	—	—	—	30,162
Interest expense	230,454	230,454	14,912	14,912	1,144	—	—	246,510
Other (income) expense, net	(22,468)	(22,468)	19,060	19,060	(813)	—	—	(4,221)
Income from subsidiaries	(606,738)	—	—	—	—	606,738	—	—
Income (loss) from continuing operations before income taxes and equity in earnings (loss) of subsidiaries	380,465	(226,273)	622,952	622,952	(16,214)	(606,738)	—	380,465
Income tax expense (benefit)	151,845	(94,601)	248,622	248,622	(2,176)	(246,446)	—	151,845
Income (loss) before equity in earnings (loss) of subsidiaries	228,620	(131,672)	374,330	374,330	(14,038)	(360,292)	—	228,620
Equity in earnings (loss) of consolidated subsidiaries	—	371,980	—	(2,439)	—	—	(369,541)	—
Income (loss) from continuing operations	228,620	240,308	374,330	371,891	(14,038)	(360,292)	(369,541)	228,620
Gain on sale of discontinued operations, net of tax	89	—	89	89	—	(89)	—	89
Loss from discontinued operations, net of tax	(862)	—	—	—	(862)	862	—	(862)
Net income (loss)	227,847	240,308	374,419	371,980	(14,900)	(359,519)	(369,541)	227,847
Net loss attributable to non-controlling interest	12,461	—	—	—	12,461	(12,461)	—	12,461
Net income (loss) attributable to Dean Foods Company	$ 240,308	$240,308	$374,419	$371,980	$ (2,439)	$ (371,980)	$(369,541)	$240,308

Condensed Consolidating Statement of Cash Flows for the Year Ended December 31, 2011

	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Consolidated Totals
		(In thousands)		
Net cash provided by (used in) continuing operations	$(89,511)	$ 540,273	$(2,246)	$448,516
Net cash provided by discontinued operations	—	—	774	774
Net cash provided by (used in) operating activities	(89,511)	540,273	(1,472)	449,290
Payments for property, plant and equipment	—	(312,187)	(13,297)	(325,484)
Proceeds from insurance proceeds	—	786	—	786
Net proceeds from divestitures	—	185,270	—	185,270
Proceeds from sale of fixed assets	—	7,512	40	7,552
Net cash used in investing activities — continuing operations	—	(118,619)	(13,257)	(131,876)
Net cash provided by investing activities — discontinued operations	—	—	3,616	3,616
Net cash used in investing activities	—	(118,619)	(9,641)	(128,260)
Repayment of debt	(203,070)	(6,418)	(620)	(210,108)

Proceeds from senior secured revolver	3,274,390	—	—	3,274,390
Payments for senior secured revolver	(3,627,690)	—	—	(3,627,690)
Proceeds from receivables-backed facility	—	—	4,652,000	4,652,000
Payments for receivables-backed facility	—	—	(4,392,000)	(4,392,000)
Payment of deferred financing costs	(600)	—	—	(600)
Issuance of common stock, net of share repurchases for withholding taxes	3,623	—	—	3,623
Tax savings on share-based compensation	33	—	—	33
Capital contribution from non-controlling interest	—	—	6,754	6,754
Net change in intercompany balances	645,579	(418,765)	(226,814)	—
Net cash provided by (used in) financing activities	92,265	(425,183)	39,320	(293,598)
Effect of exchange rate changes on cash and cash equivalents	—	—	(4,588)	(4,588)
Increase (decrease) in cash and cash equivalents	2,754	(3,529)	23,619	22,844
Cash and cash equivalents, beginning of period	307	9,750	81,950	92,007
Cash and cash equivalents, end of period	$3,061	$6,221	$105,569	$114,851

Condensed Consolidating Statement of Cash Flows for the Year Ended December 31, 2010

	Parent		Guarantor Subsidiaries		Non-Guarantor Subsidiaries		Consolidated Totals
	As Previously Reported	As Restated	As Previously Reported	As Restated	As Previously Reported	As Restated	
				(In thousands)			
Net cash provided by (used in) continuing operations	$149,935	$(186,669)	$380,908	$719,117	$(5,143)	$(6,748)	$525,700
Net cash provided by discontinued operations	—	—	—	—	8,765	8,765	8,765
Net cash provided by (used in) operating activities	149,935	(186,669)	380,908	719,117	3,622	2,017	534,465
Payments for property, plant and equipment	—	—	(288,785)	(288,785)	(13,189)	(13,189)	(301,974)
Payments for acquisitions, net of cash received	—	—	—	—	—	—	—
Proceeds from sale of fixed assets	—	—	8,212	8,212	187	187	8,399
Net cash used in investing activities — continued operations	—	—	(280,573)	(280,573)	(13,002)	(13,002)	(293,575)
Net cash provided by investing activities — discontinued operations	—	—	—	—	24,121	24,121	24,121
Net cash provided by (used in) investing activities	—	—	(280,573)	(280,573)	11,119	11,119	(269,454)
Proceeds from the issuance of debt	400,000	400,000	—	—	—	—	400,000
Repayment of debt	(501,220)	(501,220)	(13,092)	(13,092)	(145)	(145)	(514,457)
Proceeds from senior secured revolver	4,006,680	4,006,680	—	—	—	—	4,006,680
Payments for senior secured revolver	(4,068,880)	(4,068,880)	—	—	—	—	(4,068,880)
Proceeds from receivables-backed facility	—	—	—	—	2,445,500	2,445,500	2,445,500
Payments for receivables-backed facility	—	—	—	—	(2,445,500)	(2,445,500)	(2,445,500)
Payment of deferred financing costs	(52,720)	(52,720)	—	—	—	—	(52,720)
Issuance of common stock, net of share repurchases for withholding taxes	3,415	3,415	—	—	—	—	3,415
Tax savings on share-based compensation	278	278	—	—	—	—	278
Capital contribution from non-controlling interest	—	—	—	—	7,992	7,992	7,992
Net change in intercompany balances	53,154	389,758	(77,493)	(415,702)	24,339	25,944	—
Net cash provided by (used in) financing activities	(159,293)	177,311	(90,585)	(428,794)	32,186	33,791	(217,692)
Effect of exchange rate changes on cash and cash equivalents	—	—	—	—	(502)	(502)	(502)
Increase (decrease) in cash and cash equivalents	(9,358)	(9,358)	9,750	9,750	46,425	46,425	46,817

Cash and cash equivalents, beginning of period	9,665	9,665	—	—	35,525	35,525	45,190
Cash and cash equivalents, end of period	$307	$307	$9,750	$9,750	$81,950	$81,950	$92,007

Condensed Consolidating Statement of Cash Flows for the Year Ended December 31, 2009

	Parent		Guarantor Subsidiaries		Non-Guarantor Subsidiaries		Consolidated Totals
	As Previously Reported	As Restated	As Previously Reported	As Restated	As Previously Reported	As Restated	
	(In thousands)						
Net cash provided by (used in) continuing operations	$194,778	$(163,482)	$421,541	$782,702	$41,760	$38,859	$658,079
Net cash provided by (used in) discontinued operations	—	—	(735)	(735)	3,210	3,210	2,475
Net cash provided by (used in) operating activities	194,778	(163,482)	420,806	781,967	44,970	42,069	660,554
Payments for property, plant and equipment	(1,220)	(1,220)	(260,809)	(260,809)	(5,661)	(5,661)	(267,690)
Payments for acquisitions, net of cash received	(580,068)	(580,068)	—	—	(1,143)	(1,143)	(581,211)
Proceeds from sale of fixed assets	—	—	8,833	8,833	—	—	8,833
Net cash used in investing activities — continuing operations	(581,288)	(581,288)	(251,976)	(251,976)	(6,804)	(6,804)	(840,068)
Net cash used in investing activities — discontinued operations	—	—	—	—	(525)	(525)	(525)
Net cash used in investing activities	(581,288)	(581,288)	(251,976)	(251,976)	(7,329)	(7,329)	(840,593)
Repayment of debt	(186,751)	(186,751)	(143,612)	(143,612)	—	—	(330,363)
Proceeds from senior secured revolver	3,689,000	3,689,000	—	—	—	—	3,689,000
Payments for senior secured revolver	(3,173,800)	(3,173,800)	—	—	—	—	(3,173,800)
Proceeds from receivables-backed facility	—	—	—	—	1,784,728	1,784,728	1,784,728
Payments for receivables-backed facility	—	—	—	—	(2,244,728)	(2,244,728)	(2,244,728)
Issuance of common stock, net of share repurchases for withholding taxes	454,326	454,326	—	—	—	—	454,326
Tax savings on share-based compensation	894	894	—	—	—	—	894
Capital contribution from non-controlling interest	—	—	—	—	12,708	12,708	12,708
Net change in intercompany balances	(396,885)	(38,625)	(38,770)	(399,931)	435,655	438,556	—
Net cash provided by (used in) financing activities	386,784	745,044	(182,382)	(543,543)	(11,637)	(8,736)	192,765
Effect of exchange rate changes on cash and cash equivalents	—	—	—	—	808	808	808
Increase (decrease) in cash and cash equivalents	274	274	(13,552)	(13,552)	26,812	26,812	13,534
Cash and cash equivalents, beginning of period	9,391	9,391	13,552	13,552	8,713	8,713	31,656
Cash and cash equivalents, end of period	$9,665	$9,665	$—	$—	$35,525	$35,525	$45,190

Goodwill And Intangible Assets (Gross Carrying Amount And Accumulated Amortization Of Intangible Assets) (Details) (USD $)	12 Months Ended			
	Dec. 31, 2011		Dec. 31, 2010	
Indefinite-lived Intangible Assets by Segment [Line Items]				
Total, Gross Carrying Amount	$ 728,978,000		$ 745,830,000	
Total, Accumulated Amortization	(58,590,000)		(49,096,000)	
Total, Net Carrying Amount	670,388,000		696,734,000	
Write off of indefinite-lived intangible assets related to divestures	4,600,000			
Write off of finite-lived intangible assets related to divestures	1,500,000			
Customer-Related And Other [Member]				
Indefinite-lived Intangible Assets by Segment [Line Items]				
Intangible assets with finite lives, Gross Carrying Amount	131,751,000	[1]	133,829,000	[1]
Intangible assets with finite lives, Accumulated Amortization	(53,652,000)	[1]	(44,622,000)	[1]
Intangible assets with finite lives, Net Carrying Amount	78,099,000	[1]	89,207,000	[1]
Trademarks [Member]				
Indefinite-lived Intangible Assets by Segment [Line Items]				
Intangible assets with finite lives, Gross Carrying Amount	10,564,000	[1],[2]	18,614,000	[1],[2]
Intangible assets with finite lives, Accumulated Amortization	(4,938,000)	[1],[2]	(4,474,000)	[1],[2]
Intangible assets with finite lives, Net Carrying Amount	5,626,000	[1],[2]	14,140,000	[1],[2]
Trademark Sold [Member]				
Indefinite-lived Intangible Assets by Segment [Line Items]				
Intangible assets with finite lives, Gross Carrying Amount	7,500,000			
Trademarks [Member]				
Indefinite-lived Intangible Assets by Segment [Line Items]				
Intangible assets with indefinite lives, Gross Carrying Amount	586,663,000	[1]	593,387,000	[1]
Intangible assets with indefinite lives, Net Carrying Amount	$ 586,663,000	[1]	$ 593,387,000	[1]

[1] We wrote off $4.6 million of indefinite-lived intangibles and $1.5 million of net finite-lived intangibles during 2011 related to the divestitures disclosed in Note 2. The remaining decrease in the carrying amount of intangible assets with indefinite lives is primarily the result of foreign currency translation adjustments.

[2] During 2011, we sold a trademark with a gross carrying amount of $7.5 million.

Postretirement Benefits Other Than Pensions (Effects Of One Percent Change In Assumed Health Care Cost Trend Rates) (Details) (USD $) In Thousands, unless otherwise specified	12 Months Ended Dec. 31, 2011
Postretirement Benefits Other Than Pensions [Abstract]	
Effect on total of service and interest cost components, 1-Percentage-Point Increase	$ 52
Effect on total of service and interest cost components, 1-Percentage-Point Decrease	(47)
Effect on postretirement obligation, 1-Percentage-Point Increase	3,035
Effect on postretirement obligation, 1-Percentage-Point Decrease	$ (2,657)

Derivative Financial Instruments And Fair Value Measurements (Summary Of Various Interest Rate Agreements) (Details) (USD $) In Millions, unless otherwise specified	12 Months Ended Dec. 31, 2011	
4.91% [Member]		
Derivative [Line Items]		
Expiration Date	Mar. 30, 2012	
Notional Amounts	$ 1,250	
4.91% [Member] | Interest Rate Swap Contracts [Member]		
Derivative [Line Items]		
Fixed Interest Rates	4.91%	
0.415% To 0.418% [Member]		
Derivative [Line Items]		
Notional Amounts	900	[1]
Notional Amounts Decrease	400	
0.415% To 0.418% [Member] | Interest Rate Swap Contracts [Member]		
Derivative [Line Items]		
Fixed Interest Rates, Low	0.415%	[1]
Fixed Interest Rates, High	0.418%	[1]
1.60% To 1.84% [Member]		
Derivative [Line Items]		
Expiration Date	Dec. 31, 2013	[2]
Notional Amounts	800	[2]
1.60% To 1.84% [Member] | Interest Rate Swap Contracts [Member]		
Derivative [Line Items]		
Fixed Interest Rates, Low	1.60%	
Fixed Interest Rates, High	1.84%	
2.75% To 2.84% [Member]		
Derivative [Line Items]		
Expiration Date	Mar. 31, 2016	[2]
Notional Amounts	200	[2]
2.75% To 2.84% [Member] | Interest Rate Swap Contracts [Member]		
Derivative [Line Items]		
Fixed Interest Rates, Low	2.75%	
Fixed Interest Rates, High	2.84%	
2.70% To 3.17% [Member]		
Derivative [Line Items]		
Expiration Date	Mar. 31, 2017	[2]

Notional Amounts	$ 650	[2]
2.70% To 3.17% [Member] | Interest Rate Swap Contracts [Member]		
Derivative [Line Items]		
Fixed Interest Rates, Low	2.70%	
Fixed Interest Rates, High	3.17%	
Minimum [Member] | 0.415% To 0.418% [Member]		
Derivative [Line Items]		
Expiration Date	Mar. 30, 2012	
Maximum [Member] | 0.415% To 0.418% [Member]		
Derivative [Line Items]		
Expiration Date	Dec. 30, 2012	

[1] In September 2011, we entered into forward-starting interest rate swap agreements with an effective date of December 30, 2011. The notional amounts of the swap agreements decrease by $400 million on March 30, 2012 and the remaining notional amounts expire on December 30, 2012.

[2] In August 2010 and April 2011, we entered into forward-starting interest rate swap agreements with an effective date of March 30, 2012.

Accounts Payable And Accrued Expenses (Components Of Accounts Payable And Accrued Expenses) (Details) (USD $) In Thousands, unless otherwise specified	Dec. 31, 2011	Dec. 31, 2010
Accounts Payable And Accrued Expenses [Abstract]		
Accounts payable	$ 768,886	$ 782,185
Payroll and benefits	166,098	131,177
Health insurance, workers' compensation and other insurance costs	70,844	74,934
Current derivative liability	42,136	60,326
Other accrued liabilities	184,201	184,254
Total	$ 1,232,165	$ 1,232,876

Earnings Per Share (Earnings Per Share) (Details) (USD $) In Thousands, except Share data, unless otherwise specified	3 Months Ended								12 Months Ended		
	Dec. 31, 2011	Sep. 30, 2011	Jun. 30, 2011	Mar. 31, 2011	Dec. 31, 2010	Sep. 30, 2010	Jun. 30, 2010	Mar. 31, 2010	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Earnings Per Share [Line Items]											
Income (loss) from continuing operations	$ (10,499)	$ (1,555,650)	$ (53,020)	$ 23,382	$ (22,709) [1]	$ 17,177 [1]	$ 43,461 [1]	$ 39,811 [1]	$ (1,595,787)	$ 77,740	$ 228,620
Net loss attributable to non-controlling interest									16,550	8,735	12,461
Income (loss) from continuing operations attributable to Dean Foods Company									$ (1,579,237)	$ 86,475	$ 241,081
Average common shares									183,388,220	181,799,306	170,986,886
Basic earnings (loss) per share from continuing operations attributable to Dean Foods Company									$ (8.61)	$ 0.48	$ 1.41
Stock option conversion										574,094 [2]	2,474,227 [2]
Stock units										488,402 [3]	397,190 [3]
Average common shares - diluted									183,388,220	182,861,802	173,858,303
Diluted earnings (loss) per share from continuing operations attributable to Dean Foods Company									$ (8.61)	$ 0.47	$ 1.39
Stock Options [Member]											
Earnings Per Share [Line Items]											
Anti-dilutive securities excluded									20,763,870,000	19,681,022,000	12,846,720,000
Stock Units [Member]											
Earnings Per Share [Line Items]											
Anti-dilutive securities excluded									2,499,769,000	158,991,000	57,664,000

[1] Earnings (loss) per common share calculations for each of the quarters were based on the basic and diluted weighted average number of shares outstanding for each quarter. The sum of the quarters may not necessarily be equal to the full year earnings (loss) per common share amount.

[2] (1) Anti-dilutive options excluded 20,763,870 19,681,022 12,846,720

[3] (2) Anti-dilutive stock units excluded 2,499,769 158,991 57,664

Goodwill And Intangible Assets (Changes In The Carrying Amount Of Goodwill) (Details) (USD $)	3 Months Ended			12 Months Ended				
	Dec. 31, 2011		Sep. 30, 2011	Dec. 31, 2011		Dec. 31, 2010		Dec. 31, 2009
Indefinite-lived Intangible Assets by Segment [Line Items]								
Balance, beginning				$ 3,179,192,000		$ 3,272,814,000		
Goodwill impairment	(149,800,000)		(1,900,000,000)	(2,075,836,000)		0		0
Acquisitions and purchase accounting adjustments						(4,696,000)		
Foreign currency translation				(3,655,000)		(6,487,000)		
Goodwill transferred to assets held for sale/Divestitures	(3,996,000)	[1]		(3,996,000)	[1]	(82,439,000)	[2]	
Other				59,566,000	[1]			
Balance, ending	1,155,271,000			1,155,271,000		3,179,192,000		3,272,814,000
Goodwill in connection with divestitures	3,996,000	[1]		3,996,000	[1]	82,439,000	[2]	
Fresh Dairy Direct [Member]								
Indefinite-lived Intangible Assets by Segment [Line Items]								
Balance, beginning				2,163,785,000		2,223,565,000		
Goodwill impairment				(2,075,836,000)				
Acquisitions and purchase accounting adjustments						(4,696,000)		
Goodwill transferred to assets held for sale/Divestitures	(1,108,000)	[1]		(1,108,000)	[1]	(55,084,000)	[2]	
Balance, ending	86,841,000			86,841,000		2,163,785,000		
Goodwill in connection with divestitures	1,108,000	[1]		1,108,000	[1]	55,084,000	[2]	
WhiteWave-Alpro [Member]								
Indefinite-lived Intangible Assets by Segment [Line Items]								
Balance, beginning				706,425,000		712,912,000		
Foreign currency translation				(3,655,000)		(6,487,000)		
Other				59,566,000	[1]			
Balance, ending	762,336,000			762,336,000		706,425,000		
Morningstar [Member]								
Indefinite-lived Intangible Assets by Segment [Line Items]								
Goodwill transferred to assets held for sale/Divestitures	(2,888,000)	[1]		(2,888,000)	[1]	(27,355,000)	[2]	

Balance, ending	306,094,000		306,094,000		308,982,000	336,337,000
Goodwill in connection with divestitures	2,888,000	[1]	2,888,000	[1]	27,355,000	[2]
Mountain High And Private Label Yogurt [Member]						
Indefinite-lived Intangible Assets by Segment [Line Items]						
Goodwill transferred to assets held for sale/Divestitures					(82,400,000)	
Goodwill in connection with divestitures					82,400,000	
WhiteWave [Member]						
Indefinite-lived Intangible Assets by Segment [Line Items]						
Increase in goodwill			$ 59,600,000			

[1] In the fourth quarter of 2010, we entered into agreements to sell our Mountain High and private label yogurt operations. In connection with these divestitures, goodwill of $82.4 million was allocated to these operations and recorded as assets held for sale as of December 31, 2010.

[2] In 2011, we identified that we had not set up a deferred tax liability for a trademark acquired as part of our acquisition of WhiteWave in 2002. We corrected this error as of December 31, 2011 and recorded an increase in the goodwill attributable to our WhiteWave reporting unit of $59.6 million, with a corresponding increase in deferred tax liabilities. See Note 8.

Common Stock And Share-Based Compensation (Weighted Average Assumptions Used To Estimate The Fair Value Of Grants Issued) (Details)	12 Months Ended		
	Dec. 31, 2011 years	Dec. 31, 2010 years	Dec. 31, 2009 years
Common Stock And Share-Based Compensation [Abstract]			
Expected volatility	41.00%	34.00%	33.00%
Expected dividend yield	0.00%	0.00%	0.00%
Expected option term	5	5	4.75
Risk-free rate of return, minimum	1.32%	1.26%	1.65%
Risk-free rate of return, maximum	2.30%	2.59%	2.66%

Segment, Geographic And Customer Information (Net Sales, By Segment) (Details) (USD $) In Thousands, unless otherwise specified	3 Months Ended								12 Months Ended		
	Dec. 31, 2011	Sep. 30, 2011	Jun. 30, 2011	Mar. 31, 2011	Dec. 31, 2010	Sep. 30, 2010	Jun. 30, 2010	Mar. 31, 2010	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Segment Reporting Information [Line Items]											
Net sales to external customers	$ 3,296,034	$ 3,410,797	$ 3,298,808	$ 3,049,854	$ 3,152,961 [1]	$ 3,054,130 [1]	$ 2,954,653 [1]	$ 2,961,143 [1]	$ 13,055,493	$ 12,122,887	$ 11,113,782
Intersegment sales									506,523	497,720	489,474
Operating income (loss)									(1,801,562)	399,684	622,754
Facility closing and reorganization costs									(45,688)	(30,761)	(30,162)
Other operating income									16,831		
Litigation settlements									(131,300)	(30,000)	
Goodwill impairment	(149,800)	(1,900,000)							(2,075,836)	0	0
Interest expense									252,951	248,301	246,510
Other (income) expense, net									(1,915)	161	(4,221)
Income (loss) from continuing operations before income taxes									(2,052,598)	151,222	380,465
Depreciation and amortization									285,767	276,080	253,930
Fresh Dairy Direct [Member]											
Segment Reporting Information [Line Items]											
Net sales to external customers									9,596,928	8,968,484	8,456,219
Intersegment sales									65,641	56,321	53,161
Operating income (loss)									349,488	413,486	642,410
Depreciation and amortization									161,326	157,725	146,730
WhiteWave-Alpro [Member]											
Segment Reporting Information [Line Items]											
Net sales to external customers									2,109,892	1,937,983	1,632,970
Intersegment sales									108,921	107,923	137,997
Operating income (loss)									199,673	166,269	130,268
Depreciation and amortization									70,075	68,353	58,933
Morningstar [Member]											
Segment Reporting Information [Line Items]											
Net sales to external customers									1,348,673	1,216,420	1,024,593
Intersegment sales									331,961	333,476	298,316
Operating income (loss)									95,404	90,956	114,263
Depreciation and amortization									26,438	28,841	29,527
Total Reportable Segments Operating Income [Member]											
Segment Reporting Information [Line Items]											
Operating income (loss)									644,565	670,711	886,941
Corporate [Member]											
Segment Reporting Information [Line Items]											
Operating income (loss)									(210,134)	(210,266)	(234,025)
Depreciation and amortization									$ 27,928	$ 21,161	$ 18,740

[1] The results for the first, second, third and fourth quarters of 2010 include facility closing and reorganization costs, net of tax, of $1.0 million, $4.2 million, $5.3 million and $9.3 million, respectively. See Note 16.

Divestitures, Discontinued Operations And Acquisitions (Tables)	12 Months Ended Dec. 31, 2011

Divestitures, Discontinued Operations And Acquisitions [Abstract]

Summary Of Assets And Liabilities Held For Sale

	Fresh Dairy Direct	Morningstar	Total
Assets:			
Current assets	$—	$8,329	$8,329
Property, plant and equipment, net	521	25,825	26,346
Goodwill, identifiable intangible and other assets, net	55,084	27,355	82,439
Assets held for sale	$55,605	$61,509	$117,114
Liabilities:			
Accounts payable and accrued expenses	$—	$3,839	$3,839

Discontinued Operations

	Year Ended December 31	
	2010	2009
	(In thousands)	
Operations:		
Net sales	$26,319	$44,606
Income (loss) before income taxes	(3,783)	(642)
Income tax	1,399	(220)
Net income (loss)	$(2,384)	$(862)

Quarterly Results Of Operations (Tables)

12 Months Ended Dec. 31, 2011

Quarterly Results Of Operations [Abstract]

Summary Of Quarterly Results Of Operations

	Quarter			
	First	Second	Third	Fourth
	(In thousands, except share data)			
2011				
Net sales	$ 3,049,854	$ 3,298,808	$ 3,410,797	$ 3,296,034
Gross profit	750,282	759,561	741,265	766,478
Income (loss) from continuing operations(5)	23,382	(53,020)	(1,555,650)	(10,499)
Net income (loss)(1)(5)	23,382	(53,020)	(1,552,034)	(10,499)
Net income (loss) attributable to Dean Foods Company(1)(5)	25,263	(50,513)	(1,540,497)	(9,874)
Earnings (loss) per common share(2):				
Basic	0.14	(0.28)	(8.39)	(0.05)
Diluted	0.14	(0.28)	(8.39)	(0.05)

	Quarter			
	First	Second	Third	Fourth
	(In thousands, except share data)			
2010				
Net sales	$ 2,961,143	$ 2,954,653	$ 3,054,130	$ 3,152,961
Gross profit	747,794	751,423	749,629	757,076
Income (loss) from continuing operations (4)	39,811	43,461	17,177	(22,709)
Net income(3)(4)	40,915	42,852	21,957	(22,968)
Net income attributable to Dean Foods Company(3)(4)	43,152	44,787	24,296	(20,744)
Earnings (loss) per common share(2):				
Basic	0.24	0.25	0.13	(0.11)
Diluted	0.24	0.25	0.13	(0.11)

(1) The results for the first, second, third and fourth quarters of 2011 include facility closing and reorganization costs, net of tax, of \$6.6 million, \$12.9 million, \$6.3 million and \$2.2 million, respectively. See Note 16.

(2) Earnings (loss) per common share calculations for each of the quarters were based on the basic and diluted weighted average number of shares outstanding for each quarter. The sum of the quarters may not necessarily be equal to the full year earnings (loss) per common share amount.

(3) The results for the first, second, third and fourth quarters of 2010 include facility closing and reorganization costs, net of tax, of \$1.0 million, \$4.2 million, \$5.3 million and \$9.3 million, respectively. See Note 16.

(4) Results for 2010 include a charge of \$18.7 million, net of tax, related to a class action antitrust complaint settlement (Note 18) and a non-cash income tax charge of \$10.8 million (Note 8).

(5) Results for 2011 include a charge of \$1.6 billion related to goodwill impairment, net of tax (Note 6), a \$80.4 million net of tax charge related to a proposed class action antitrust complaint settlement (Note 18), and a \$10.5 million gain, net of tax, related to divestitures (Note 2).

Employee Retirement And Profit Sharing Plans	12 Months Ended Dec. 31, 2011
Employee Retirement And Profit Sharing Plans [Abstract]	
Employee Retirement And Profit Sharing Plans	

14. EMPLOYEE RETIREMENT AND PROFIT SHARING PLANS

We sponsor various defined benefit and defined contribution retirement plans, including various employee savings and profit sharing plans, and contribute to various multiemployer pension plans on behalf of our employees. Substantially all full-time union and non-union employees who have completed one or more years of service and have met other requirements pursuant to the plans are eligible to participate in one or more of these plans. On July 2, 2009, we acquired Alpro, including its defined benefit pension plans. During 2011, 2010 and 2009, our retirement and profit sharing plan expenses were as follows:

	Year Ended December 31		
	2011	2010	2009
		(In thousands)	
Defined benefit plans	$ 13,849	$ 12,975	$ 21,053
Defined contribution plans	25,728	27,182	28,300
Multiemployer pension and certain union plans	29,615	28,768	29,604
Total	$69,192	$68,925	$78,957

Defined Benefit Plans — The benefits under our defined benefit plans are based on years of service and employee compensation. Our funding policy is to contribute annually the minimum amount required under ERISA regulations plus additional amounts as we deem appropriate.

Included in accumulated other comprehensive income at December 31, 2011 and 2010 are the following amounts that have not yet been recognized in net periodic pension cost: unrecognized transition obligation of $112,000 ($69,000 net of tax) and $225,000 ($138,000 net of tax), unrecognized prior service costs of $5.2 million ($3.2 million net of tax) and $5.6 million ($3.5 million net of tax) and unrecognized actuarial losses of $152.0 million ($93.5 million net of tax) and $124.1 million ($76.0 million net of tax). The transition obligation, prior service costs, and actuarial losses included in accumulated other comprehensive income and expected to be recognized in net periodic pension cost during the year ended December 31, 2012 are $112,000 ($69,000 net of tax), $776,000 ($477,000 net of tax), and $11.7 million ($7.2 million net of tax), respectively.

The reconciliation of the beginning and ending balances of the projected benefit obligation and the fair value of plan assets for the years ended December 31, 2011 and 2010, and the funded status of the plans at December 31, 2011 and 2010 is as follows:

	December 31	
	2011	2010
	(In thousands)	
Change in benefit obligation:		
Benefit obligation at beginning of year	$ 307,531	$ 294,569
Service cost	4,151	3,699
Interest cost	15,735	16,941
Plan participants' contributions	68	66
Actuarial (gain) loss	33,071	16,619
Benefits paid	(25,677)	(20,822)
Plan settlements	(1,730)	(2,914)
Exchange rate changes	(401)	(627)
Benefit obligation at end of year	332,748	307,531

Change in plan assets:		
Fair value of plan assets at beginning of year	231,822	223,369
Actual return on plan assets	11,714	22,240
Employer contribution	18,073	10,277
Plan participants' contributions	68	66
Benefits paid	(25,677)	(20,822)
Plan settlements	(1,730)	(2,914)
Exchange rate changes	(275)	(394)
Fair value of plan assets at end of year	233,995	231,822
Funded status at end of year	$(98,753)	$(75,709)

The underfunded status of the plans of $98.8 million at December 31, 2011 is recognized in our Consolidated Balance Sheet and includes $0.8 million classified as a current accrued pension liability. We do not expect any plan assets to be returned to us during the year ended December 31, 2012. We expect to contribute $22.1 million to the pension plans in 2012.

A summary of our key actuarial assumptions used to determine benefit obligations as of December 31, 2011 and 2010 follows:

	December 31	
	2011	2010
Weighted average discount rate(1)	4.50%	5.28%
Rate of compensation increase(1)	4.00%	4.00%

(1) Assumptions in this table represent the assumptions utilized for our domestic pension plans as they represented more than 95% of our total benefit obligation as of December 31, 2011 and 2010.

A summary of our key actuarial assumptions used to determine net periodic benefit cost for 2011, 2010 and 2009 follows:

	Year Ended December 31		
	2011	2010	2009
Weighted average discount rate(1)	5.28%	6.00%	6.32%
Expected return on plan assets(1)	7.67%	7.70%	7.70%
Rate of compensation increase(1)	4.00%	4.00%	4.00%

(1) Assumptions in this table represent the assumptions utilized for our domestic pension plans as they represented more than 85% of our total net periodic benefit cost during the years ended December 31, 2011, 2010 and 2009.

	Year Ended December 31		
	2011	2010	2009
		(In thousands)	
Components of net periodic benefit cost:			
Service cost	$ 4,151	$ 3,699	$ 3,147
Interest cost	15,735	16,941	16,947
Expected return on plan assets	(17,105)	(16,584)	(14,017)
Amortizations:			
Unrecognized transition obligation	130	112	112
Prior service cost	770	716	921
Unrecognized net loss	9,060	5,594	12,093
Effect of curtailment	—	790	945
Effect of settlement	969	1,707	905
Other	139	—	—
Net periodic benefit cost	$13,849	$12,975	$21,053

The overall expected long-term rate of return on plan assets is a weighted-average expectation based on the targeted and expected portfolio composition. We consider historical performance and current benchmarks to arrive at expected long-term rates of return in each asset category.

The amortization of unrecognized net loss represents the amortization of investment losses incurred. In 2010, we closed a plant in South Carolina and also carried out a broad-based workforce reduction plan within our Fresh Dairy Direct segment. The effect of curtailment cost in 2010 represents the recognition of net periodic pension service costs associated with these activities. In 2009, we closed a plant in Michigan. The effect of curtailment cost in 2009 represents the recognition of net periodic pension service costs associated with the closure of that plant. The effect of settlement costs in 2011, 2010 and 2009 represents the recognition of net periodic benefit cost related to pension settlements reached as a result of plant closures.

Pension plans with an accumulated benefit obligation in excess of plan assets follows:

	December 31	
	2011	**2010**
	(In millions)	
Projected benefit obligation	$ 323.0	$ 299.6
Accumulated benefit obligation	313.1	290.2
Fair value of plan assets	227.0	226.3

The accumulated benefit obligation for all defined benefit plans was $319.2 million and $295.0 million at December 31, 2011 and 2010, respectively.

Almost 90% of our defined benefit plan obligations are frozen as to future participation or increases in projected benefit obligation. Many of these obligations were acquired in prior strategic transactions. As an alternative to defined benefit plans, we offer defined contribution plans for eligible employees.

The weighted average discount rate reflects the rate at which our defined benefit plan obligations could be effectively settled. The rate, which is updated annually with the assistance of an independent actuary, uses a model that reflects a bond yield curve. The weighted average discount rate was decreased from 5.28% at December 31, 2010 to 4.50% at December 31, 2011, which will increase the net periodic benefit cost in 2012.

Substantially all of our qualified pension plans are consolidated into one master trust. The investments held in the master trust are managed by an established Investment Committee with assistance from independent investment advisors. On July 1, 2009, the Investment Committee adopted a new long-term investment policy for the master trust that targets investments in equity securities at 59% of the portfolio, fixed income at 37%, cash equivalents at 3% and other investments of 1%. Policy objectives include maximizing long-term return at acceptable risk levels, diversifying among asset classes, if appropriate, and among investment managers, as well as establishing relevant risk parameters within each asset class. The investment policies permit variances from the targets within certain parameters. The investment policy prohibits investments in non-marketable or exotic securities, such as short-sale contracts; letter stock; commodities and private placements, without the Investment Committee's prior approval. At December 31, 2011, our master trust was invested as follows: investments in equity securities were at 59%; investments in fixed income were at 38%; cash equivalents were at 2% and other investments were at 1%. Equity securities of the plan did not include any investment in our common stock at December 31, 2011 or 2010.

Estimated pension plan benefit payments to participants for the next ten years are as follows:

2012	$20.3 million
2013	19.9 million
2014	20.3 million
2015	19.9 million
2016	20.4 million
Next five years	108.7 million

Fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering assumptions, we follow a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value of our defined benefit plans' consolidated assets as follows:

Level 1 — Quoted prices for identical instruments in active markets.

Level 2 — Quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active and model-derived valuations, in which all significant inputs are observable in active markets.

Level 3 — Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The fair values by category of inputs as of December 31, 2011 were as follows (in thousands):

	Fair Value as of December 31, 2011	Level 1	Level 2	Level 3
Equity Securities:				
Common Stock	$ 94	$ 94	$—	$—
Index Funds:				
U.S. Equities(a)	107,247	—	107,247	—
International Equities(b)	18,986	—	18,986	—
Equity Funds(c)	6,644	—	6,644	—
Total Equity Securities	132,971	94	132,877	—
Fixed Income:				
Bond Funds(d)	82,192	—	82,192	—
Diversified Funds(e)	4,537	—	—	4,537
Total Fixed Income	86,729	—	82,192	4,537
Cash Equivalents:				
Short-term Investment Funds(f)	4,608	—	4,608	—
Total Cash Equivalents	4,608	—	4,608	—
Other Investments:				
Insurance Contracts(g)	7,710	—	—	7,710
Partnerships/Joint Ventures(h)	1,580	—	—	1,580
Insurance Reserves	397	—	—	397
Total Other Investments	9,687	—	—	9,687
Total	$ 233,995	$ 94	$219,677	$14,224

(a) Represents a pooled/separate account that tracks the Dow Jones U.S. Total Stock Market Index.

(b) Represents a pooled/separate account that tracks the MSCI EAFE Index.

(c) Represents a pooled/separate account comprised of approximately 90% U.S. large-cap stocks and 10% in international stocks.

(d) Represents a pooled/separate account which tracks the overall performance of the Barclays Capital Long Term Government/Credit Index.

(e) Represents a pooled/separate account investment in the General Investment Accounts of two investment managers. The accounts primarily invest in fixed income debt securities, such as high grade corporate bonds, government bonds and asset-backed securities.

(f) Investment is comprised of high grade money market instruments with short-term maturities and high liquidity.

(g) Approximately 90% of the insurance contracts are financed by employer premiums with the insurer managing the reserves as calculated using an actuarial model. The remaining 10% of the insurance contracts are financed by employer and employee contributions with the insurer managing the reserves collectively with other pension plans.

(h) The majority of the total partnership balance is a partnership comprised of a portfolio of two limited partnership funds that invest in public and private equity.

The fair values by category of inputs as of December 31, 2010 were as follows (in thousands):

	Fair Value as of December 31, 2010	Level 1	Level 2	Level 3
Equity Securities:				
Common Stock	$ 17	$17	$—	$—
Index Funds:				
U.S. Equities(a)	114,232	—	114,232	—
International Equities(b)	22,933	—	22,933	—
Equity Funds(c)	5,722	—	5,722	—
Total Equity Securities	142,904	17	142,887	—
Fixed Income:				
Bond Funds(d)	74,322	—	74,322	—
Diversified Funds(e)	4,353	—	—	4,353
Total Fixed Income	78,675	—	74,322	4,353
Cash Equivalents:				
Short-term Investment Funds(f)	1,783	—	1,783	—
Total Cash Equivalents	1,783	—	1,783	—
Other Investments:				
Insurance Contracts(g)	6,169	—	—	6,169
Partnerships/Joint Ventures(h)	1,913	—	—	1,913
Insurance Reserves	378	—	—	378
Total Other Investments	8,460	—	—	8,460
Total	$ 231,822	$17	$218,992	$12,813

(a) Represents a pooled/separate account that tracks the Dow Jones U.S. Total Stock Market Index.

(b) Represents a pooled/separate account that tracks the MSCI EAFE Index.

(c) Represents a pooled/separate account comprised of approximately 90% U.S. large-cap stocks and 10% in international stocks.

(d) Represents a pooled/separate account which tracks the overall performance of the Barclays Capital Long Term Government/Credit Index.

(e) Represents a pooled/separate account investment in the General Investment Accounts of two investment managers. The accounts primarily invest in fixed income debt securities, such as high grade corporate bonds, government bonds and asset-backed securities.

(f) Investment is comprised of high grade money market instruments with short-term maturities and high liquidity.

(g) Approximately 90% of the insurance contracts are financed by employer premiums with the insurer managing the reserves as calculated using an actuarial model. The remaining 10% of the insurance contracts are financed by employer and employee contributions with the insurer managing the reserves collectively with other pension plans.

(h) The majority of the total partnership balance is a partnership comprised of a portfolio of two limited partnership funds that invest in public and private equity.

A reconciliation of the change in the fair value measurement of the defined benefit plans' consolidated assets using significant unobservable inputs (Level 3) during the years ended December 31, 2011 and 2010 is as follows (in thousands):

	Diversified Funds	Insurance Contracts	Partnerships/ Joint Ventures	Insurance Reserves	Total
Balance at January 1, 2010	$ 4,674	$ 5,197	$ 2,092	$ 360	$ 12,323
Actual return on plan assets:					

Relating to instruments still held at reporting date	226	284	(179)	18	349
Purchases, sales and settlements (net)	(3,410)	688	—	—	(2,722)
Transfers in and/or out of Level 3	2,863	—	—	—	2,863
Balance at December 31, 2010	$4,353	$6,169	$1,913	$378	$12,813
Actual return on plan assets:					
Relating to instruments still held at reporting date	215	370	28	19	632
Purchases, sales and settlements (net)	(2,201)	1,171	(361)	—	(1,391)
Transfers in and/or out of Level 3	2,170	—	—	—	2,170
Balance at December 31, 2011	$4,537	$7,710	$1,580	$397	$14,224

Defined Contribution Plans — Certain of our non-union personnel may elect to participate in savings and profit sharing plans sponsored by us. These plans generally provide for salary reduction contributions to the plans on behalf of the participants of between 1% and 20% of a participant's annual compensation and provide for employer matching and profit sharing contributions as determined by our Board of Directors. In addition, certain union hourly employees are participants in company-sponsored defined contribution plans, which provide for employer contributions in various amounts ranging from $24 to $91 per pay period per participant.

Multiemployer Pension Plans — Certain of our subsidiaries contribute to various multiemployer pension and other postretirement benefit plans which cover a majority of our full-time union employees and certain of our part-time union employees. Such plans are usually administered by a board of trustees composed of labor representatives and the management of the participating companies. The risks of participating in these multiemployer plans are different from single-employer plans in the following aspects:

Assets contributed to a multiemployer plan by one employer may be used to provide benefits to employees of other participating employers;

If a participating employer stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers; and

If we choose to stop participating in one or more of our multiemployer plans, we may be required to pay those plans an amount based on the underfunded status of the plan, referred to as a withdrawal liability.

At this time, we have not established any significant liabilities because withdrawal from these plans is not probable or reasonably possible.

Our participation in these multiemployer plans for the year ended December 31, 2011 is outlined in the table below. Unless otherwise noted, the most recent Pension Protection Act ("PPA") Zone Status available in 2011 and 2010 is for the plans' year-end at December 31, 2010 and December 31, 2009, respectively. The zone status is based on information that we obtained from each plan's Form 5500, which is available in the public domain and is certified by the plan's actuary. Among other factors, plans in the red zone are generally less than 65% funded, plans in the yellow zone are less than 80% funded, and plans in the green zone are at least 80% funded. The "FIP/RP Status Pending/Implemented" column indicates plans for which a funding improvement plan ("FIP") or a rehabilitation plan ("RP") is either pending or has been implemented. Federal law requires that plans classified in the yellow zone or red zone adopt a funding improvement plan or rehabilitation plan, respectively, in order to improve the financial health of the plan. The "Extended Amortization Provisions" column indicates plans which have elected to utilize the special 30-year amortization rules provided by the Pension Relief Act of 2010 to amortize its losses from 2008 as a result of turmoil in the financial markets. The last column in the table lists the expiration date(s) of the collective-bargaining agreement(s) to which the plans are subject.

Pension Fund	Employer Identification Number	Pension Plan Number	PPA Zone Status 2011	PPA Zone Status 2010	FIP /RP Status Pending/ Implemented	Extended Amortization Provisions	Expiration Date of Associated Collective-

							Bargaining Agreement(s)
Western Conference of Teamsters Pension Plan (1)	91-6145047	001	Green	Green	N/A	No	February 28, 2012 – May 31, 2016
Central States, Southeast and Southwest Areas Pension Plan (2)	36-6044243	001	Red	Red	Implemented	No	April 30, 2012– July 30, 2016
New York State Teamsters Conference Pension Plan	16-6063585	074	Red	Red	Implemented	No	October 26, 2014
Retail, Wholesale & Department Store International Union and Industry Pension Fund (3)	63-0708442	001	Green	Yellow	N/A	Yes	June 3, 2012– September 10, 2016
Dairy Industry – Union Pension Plan for Philadelphia Vicinity (4)	23-6283288	001	Red	Yellow	Implemented	No	September 30, 2012 – October 1, 2014

(1) We are party to approximately 30 collective bargaining agreements that require contributions to this plan. These agreements cover a large number of employee participants and expire on various dates between 2012 and 2016. We do not believe that any one agreement is substantially more significant than another as none of these agreements individually represent greater than 15% of the total employee participants covered under this plan.
(2) There are approximately 20 collective bargaining agreements that govern our participation in this plan. The agreements expire on various dates between 2012 and 2016. The four agreements expiring in 2012 represent approximately 30% of our total employee participants in this plan. The remaining agreements have a wide variety of expiration dates between 2013 and 2016 and do not individually represent a significant percentage of our overall participants to this plan.
(3) We are subject to approximately 10 collective bargaining agreements with respect to this plan. Approximately 55% and 40% of our employee participants in this plan are covered by the agreements expiring in 2012 and 2014, respectively.
(4) We are party to three collective bargaining agreements with respect to this plan. The agreement expiring in September 2012 is the most significant as more than 85% of our employee participants in this plan are covered by that agreement.

Information regarding our contributions to our multiemployer pension plans is shown in the table below. There are no changes which materially affected the comparability of our contributions to each of these plans during the years ended December 31, 2011, 2010 and 2009.

			Dean Foods Company Contributions (in millions)			
Pension Fund	**Employer Identification Number**	**Pension Plan Number**	**2011**	**2010**	**2009**	**Surcharge Imposed (3)**
Western Conference of Teamsters Pension Plan	91-6145047	001	$16.3	$16.1	$15.6	No
Central States, Southeast and Southwest Areas Pension Plan	36-6044243	001	8.6	8.5	7.9	No
New York State Teamsters Conference Pension Plan	16-6063585	074	0.8	0.7	0.6	Yes
Retail, Wholesale & Department Store International Union and Industry Pension Fund (1)	63-0708442	001	1.2	1.3	1.2	No

Dairy Industry – Union Pension Plan for Philadelphia Vicinity (1)	23-6283288	001	1.5	1.5	1.5	Yes
Other Funds (2)			1.2	0.7	2.8	
	Total Contributions		$29.6	$28.8	$29.6	

(1) During the 2009 and 2010 plan years, our contributions to these plans exceeded 5% of total plan contributions. At the date of filing of this Annual Report on Form 10-K, Forms 5500 were not available for the plan years ending in 2011.

(2) Amounts shown represent our contributions to all other multiemployer pension and other postretirement benefit plans, which are immaterial both individually and in the aggregate to our Consolidated Financial Statements.

(3) Federal law requires that contributing employers to a plan in Critical status pay to the plan a surcharge to help correct the plan's financial situation. The amount of the surcharge is equal to a percentage of the amount we would otherwise be required to contribute to the plan and ceases once our related collective bargaining agreements are amended to comply with the provisions of the rehabilitation plan.

Employee Retirement And Profit Sharing Plans (Schedule Of Information Regarding Contribution In Multiemployer Pension Plans) (Details) (USD $) In Thousands, unless otherwise specified	12 Months Ended		
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Defined Benefit Plan Disclosure [Line Items]			
Other Funds	$ 25,728	$ 27,182	$ 28,300
Total Contributions	29,615	28,768	29,604
Dean Foods Company [Member]			
Defined Benefit Plan Disclosure [Line Items]			
Total Contributions	29,600	28,800	29,600
Western Conference Of Teamsters Pension Plan [Member] | Dean Foods Company [Member]			
Defined Benefit Plan Disclosure [Line Items]			
Total Contributions	16,300	16,100	15,600
Central States Southeast And Southwest Areas Pension Plan [Member] | Dean Foods Company [Member]			
Defined Benefit Plan Disclosure [Line Items]			
Total Contributions	8,600	8,500	7,900
New York State Teamsters Conference Pension Plan [Member] | Dean Foods Company [Member]			
Defined Benefit Plan Disclosure [Line Items]			
Total Contributions	800	700	600
Retail, Wholesale & Department Store International Union And Industry Pension Fund [Member] | Dean Foods Company [Member]			
Defined Benefit Plan Disclosure [Line Items]			
Total Contributions	1,200 [1]	1,300 [1]	1,200 [1]
Dairy Industry - Union Pension Plan For Philadelphia Vicinity [Member] | Dean Foods Company [Member]			
Defined Benefit Plan Disclosure [Line Items]			
Total Contributions	1,500 [1]	1,500 [1]	1,500 [1]
All Other Multi Employer Plans [Member] | Dean Foods Company [Member]			
Defined Benefit Plan Disclosure [Line Items]			
Total Contributions	$ 1,200 [2]	$ 700 [2]	$ 2,800 [2]

[1] During the 2009 and 2010 plan years, our contributions to these plans exceeded 5% of total plan contributions. At the date of filing of this Annual Report on Form 10-K, Forms 5500 were not available for the plan years ending in 2011.

[2] Amounts shown represent our contributions to all other multiemployer pension and other postretirement benefit plans, which are immaterial both individually and in the aggregate to our Consolidated Financial Statements.

Segment, Geographic And Customer Information	12 Months Ended Dec. 31, 2011
Segment, Geographic And Customer Information [Abstract]	
Segment, Geographic And Customer Information	

19. SEGMENT, GEOGRAPHIC AND CUSTOMER INFORMATION

We have three reportable segments: Fresh Dairy Direct, WhiteWave-Alpro and Morningstar.

In the fourth quarter of 2011, our Chief Executive Officer, who is our chief operating decision maker, changed the way he determines strategy and investment plans for our operations. As a result, beginning in the fourth quarter of 2011, our Fresh Dairy Direct and Morningstar operations were separated so that our three reporting segments consisted of Fresh Dairy Direct, WhiteWave-Alpro and Morningstar. This change reflects the divergence between the go-to market strategies, customer bases and objectives of our businesses and reflects a change in how we expect to deploy our capital in the future. We believe these revised segments have increased internal focus and offered management and investors improved visibility into the performance of the segments against their specific objectives. All segment results set forth herein have been recast to present results on a comparable basis. These changes had no impact on consolidated net sales or operating income.

Fresh Dairy Direct is our largest segment with 77 manufacturing facilities geographically located largely based on local and regional customer needs and other market factors. Fresh Dairy Direct manufactures, markets and distributes a wide variety of branded and private label dairy case products, including milk, ice cream, cultured dairy products, creamers, ice cream mix and other dairy products to retailers, distributors, foodservice outlets, educational institutions and governmental entities across the United States. Our products are primarily delivered through what we believe to be one of the most extensive refrigerated direct store delivery ("DSD") systems in the United States.

WhiteWave manufactures, develops, markets and sells a variety of nationally branded plant-based beverages and other soy products, including *Silk* plant-based beverages such as soy, almond and coconut milks and cultured soy products; dairy and dairy-related products, such as *Horizon Organic* milk and other dairy products; and *International Delight* coffee creamers and *LAND O LAKES* creamers and fluid dairy products. Alpro is a leading provider of branded plant-based beverages, such as soy, almond and hazelnut drinks, and food products in Europe and markets its products under the *Alpro* and *Provamel* brands. WhiteWave-Alpro sells its products to a variety of customers, including grocery stores, club stores, natural foods stores, mass merchandisers, convenience stores, drug stores and foodservice outlets. The majority of the WhiteWave-Alpro products are delivered through warehouse delivery systems.

Morningstar Foods is a leading U.S. manufacturer of ESL creams and creamers, beverage and cultured dairy products with an emphasis on foodservice and private label retail customers. These products include half and half, whipping cream, ice cream mix, value-added milks, sour cream and cottage cheese under an array of private labels and the *Friendship* brand. Morningstar sells its products to a variety of customers, including food distributors, national restaurant chains, grocery stores and mass merchandisers. Morningstar currently operates 12 manufacturing facilities domestically and has one of the most extensive manufacturing networks for these products in the United States. Morningstar products are delivered through warehouse delivery systems and are sold by its internal sales force and independent brokers.

In the second quarter of 2011, we began evaluating strategic alternatives related to our 50% owned joint venture between WhiteWave and Hero Group, which is a part of our WhiteWave-Alpro segment. During the third quarter of 2011, due to continued poor performance by the venture and a desire on our part to invest in core operations, a recommendation was made to, and approved by, the joint venture partners to wind down the joint venture operations during the fourth quarter of 2011. In conjunction with this action plan, we wrote down the joint venture's long-lived assets to fair value less cost to sell as of September 30, 2011. Additionally, based on our continuing level of involvement with the joint venture, we have continued to consolidate the venture in our Consolidated Financial Statements. We completed the majority of the wind down of the joint venture during the fourth quarter of 2011. Upon completion of the wind down in the first half of 2012, we may incur additional charges related to the final settlement with our joint venture partner, Hero Group.

During the second quarter of 2010, we committed to a plan to sell the business operations of Rachel's, which provided organic branded dairy-based chilled yogurt, milk and related dairy products primarily in the United Kingdom. The sale of these operations was completed on August 4, 2010. All Rachel's operations, previously reported within the WhiteWave-Alpro segment, have been reclassified as discontinued operations in our Consolidated Financial Statements for the years ended December 31, 2010 and 2009. See Note 2.

We evaluate the performance of our segments based on sales and operating income or loss before gains and losses on the sale of businesses, facility closing and reorganization costs, litigation settlements, goodwill impairment, foreign exchange gains and losses and write downs related to the wind down of our joint venture. The reporting segments do not include an allocation of the costs related to shared services such as audit services, corporate development, human resources, strategy, tax or treasury. In addition, the expense related to share-based compensation has not been allocated to our segments and is reflected entirely within the caption "Corporate and Other". Therefore, the measure of segment profit or loss presented below is before such items. Additionally, a portion of our WhiteWave-Alpro products are sold by Fresh Dairy Direct and Morningstar. Those sales, together with their related costs, are included in the WhiteWave-Alpro segment for reporting purposes. A portion of our Fresh Dairy Direct products are manufactured by our Morningstar segment. Sales of those products, together with their related costs, are included in the Fresh Dairy Direct segment for reporting purposes.

The amounts in the following tables are obtained from reports used by our executive management team and do not include any allocated income taxes or management fees. There are no significant non-cash items reported in segment profit or loss other than depreciation and amortization.

	Year Ended December 31		
	2011	**2010**	**2009**
		(In thousands)	
Net sales to external customers:			
Fresh Dairy Direct	$9,596,928	$8,968,484	$8,456,219
WhiteWave-Alpro	2,109,892	1,937,983	1,632,970
Morningstar	1,348,673	1,216,420	1,024,593
Total	$ 13,055,493	$ 12,122,887	$ 11,113,782
Intersegment sales:			

Fresh Dairy Direct	$65,641	$56,321	$53,161
WhiteWave-Alpro	108,921	107,923	137,997
Morningstar	331,961	333,476	298,316
Total	$506,523	$497,720	$489,474
Operating income (loss):			
Fresh Dairy Direct	$349,488	$413,486	$642,410
WhiteWave-Alpro	199,673	166,269	130,268
Morningstar	95,404	90,956	114,263
Total reportable segment operating income	644,565	670,711	886,941
Corporate and Other	(210,134)	(210,266)	(234,025)
Facility closing and reorganization costs	(45,688)	(30,761)	(30,162)
Litigation settlements	(131,300)	(30,000)	—
Goodwill impairment	(2,075,836)	—	—
Other operating income	16,831	—	—
Total	(1,801,562)	399,684	622,754
Other (income) expense:			
Interest expense	252,951	248,301	246,510
Other (income) expense, net	(1,915)	161	(4,221)
Consolidated income (loss) from continuing operations before tax	$ (2,052,598)	$151,222	$380,465
Depreciation and amortization:			
Fresh Dairy Direct	$161,326	$157,725	$146,730
WhiteWave-Alpro	70,075	68,353	58,933
Morningstar	26,438	28,841	29,527
Corporate and Other	27,928	21,161	18,740
Total	$285,767	$276,080	$253,930

	December 31		
	2011	2010	2009

		(In thousands)	
Assets:			
Fresh Dairy Direct	$ 2,669,001	$ 4,755,240	$ 4,847,151
WhiteWave-Alpro	2,086,097	1,984,893	1,985,619
Morningstar	670,870	686,989	673,662
Corporate	325,213	412,431	307,421
Assets Held For Sale	3,182	117,114	30,088
Total	$ 5,754,363	$ 7,956,667	$ 7,843,941
Capital expenditures:			
Fresh Dairy Direct	$ 164,833	$ 173,608	$ 180,541
WhiteWave-Alpro	127,209	52,255	35,252
Morningstar	20,317	26,052	31,058
Corporate and Other	13,125	50,059	20,839
Total	$ 325,484	$ 301,974	$ 267,690

Geographic Information — Net sales and long-lived assets for domestic and foreign operations are shown in the table below.

	December 31		
	2011	2010	2009
		(In thousands)	
Net sales to external customers:			
Domestic	$ 12,678,363	$ 11,773,644	$ 10,934,271
Foreign	377,130	349,243	179,511
Long-lived assets:			
Domestic	$ 3,594,443	$ 5,652,676	$ 5,672,529
Foreign	443,598	487,775	523,819

During the second half of 2009 and during 2010, net sales from our foreign operations increased due to the acquisition of Alpro, which was completed in July 2009, offset by the exit of certain business relationships within our previously existing foreign operations.

Significant Customers — Our largest customer accounted for approximately 19% of our consolidated net sales in 2011, 2010 and 2009. Sales to this customer were included in our Fresh Dairy Direct, WhiteWave-Alpro and Morningstar segments.

Common Stock And Share-Based Compensation (Additional Information On Stock Option Activity) (Details) (Stock Option [Member], USD $) In Thousands, except Per Share data, unless otherwise specified	12 Months Ended		
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Stock Option [Member]			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Weighted-average grant date fair value of options granted	$ 3.96	$ 4.68	$ 6.26
Intrinsic value of options exercised	$ 1,198	$ 2,507	$ 8,486
Fair value of shares vested	16,182	21,972	24,142
Tax benefit related to stock option expense	$ 4,463	$ 6,135	$ 8,197

Commitments And Contingencies (Tables)	12 Months Ended Dec. 31, 2011
Commitments And Contingencies [Abstract]	
Future Minimum Payments Under Non-Cancelable Operating Leases	

	Operating Leases (In thousands)
2012	$108,915
2013	85,701
2014	67,225
2015	50,219
2016	29,335
Thereafter	89,534
Total minimum lease payments	$430,929

Employee Retirement And Profit Sharing Plans (Retirement And Profit Sharing Plan Expenses) (Details) (USD $) In Thousands, unless otherwise specified	12 Months Ended		
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Employee Retirement And Profit Sharing Plans [Abstract]			
Defined benefit plans	$ 13,849	$ 12,975	$ 21,053
Defined contribution plans	25,728	27,182	28,300
Multi-employer pension and certain union plans	29,615	28,768	29,604
Total	$ 69,192	$ 68,925	$ 78,957

Derivative Financial Instruments And Fair Value Measurements (Tables)	12 Months Ended	
	Dec. 31, 2011	Dec. 31, 2010

Derivative Financial Instruments And Fair Value Measurements [Abstract]

Summary Of Various Interest Rate Agreements

Fixed Interest Rates	Expiration Date	Notional Amounts
		(In millions)
4.91%	March 30, 2012	$ 1,250
0.415% to 0.418%(1)	March30, 2012 – December 30, 2012	900
1.60% to 1.84%(2)	December 31, 2013	800
2.75% to 2.84%(2)	March 31, 2016	200
2.70% to 3.17%(2)	March 31, 2017	650

(1) In September 2011, we entered into forward-starting interest rate swap agreements with an effective date of December 30, 2011. The notional amounts of the swap agreements decrease by $400 million on March 30, 2012 and the remaining notional amounts expire on December 30, 2012.

(2) In August 2010 and April 2011, we entered into forward-starting interest rate swap agreements with an effective date of March 30, 2012.

Derivatives Recorded At Fair Value In Consolidated Balance Sheets

	Derivative Assets		Derivative Liabilities	
	December 31, 2011	December 31, 2010	December 31, 2011	December 31, 2010
	(In thousands)			
Derivatives designated as Hedging Instruments				
Interest rate swap contracts — current(1)	$ —	$ —	$ 38,260	$ 59,379
Interest rate swap contracts — noncurrent(2)	—	4,156	64,037	13,058
Commodities contracts — current(1)	93	2,754	2,346	—
Foreign currency contracts – current (1)	411	—	—	—
Derivatives not designated as Hedging Instruments				
Commodities contracts — current(1)	2,006	1,478	1,530	947
Total derivatives	$ 2,510	$ 8,388	$ 106,173	$ 73,384

(1) Derivative assets and liabilities that have settlement dates equal to or less than 12 months from the respective balance sheet date were included in other current assets and accounts payable and accrued expenses, respectively, in our Consolidated Balance Sheets.

(2) Derivative assets and liabilities that have settlement dates greater than 12 months from the respective balance sheet date were included in identifiable intangible and other assets, net and other long-term liabilities, respectively, in our Consolidated Balance Sheets.

Gains And Losses On Derivatives Designated As Cash Flow Hedges

	Year Ended December 31		
	2011	2010	2009
Losses on interest rate swap contracts(1)	$ 61,387	$ 96,573	$ 113,238
(Gains)/losses on commodities contracts(2)	(3,097)	6	—
Losses on foreign currency contracts(3)	101	—	—

(1) Recorded in interest expense in our Consolidated Statements of Operations.

(2) Recorded in selling and distribution or cost of sales, depending on commodity type, in our Consolidated Statements of Operations.

(3) Recorded in cost of sales in our Consolidated Statements of Operations.

Summary Of Derivative Assets And Liabilities Measured At Fair Value On Recurring Basis

	Fair Value as of December 31, 2011	Level 1	Level 2	Level 3
Asset — Interest rate swap contracts	$ —	$ —	$—	$ —
Liability — Interest rate swap contracts	102,297	—	102,297	—
Asset — Commodities contracts	2,099	—	2,099	—
Liability — Commodities contracts	3,876	—	3,876	—
Asset – Foreign currency contracts	411	—	411	—

	Fair Value as of December 31, 2010	Level 1	Level 2	Level 3
Asset — Interest rate swap contracts	$ 4,156	$ —	$4,156	$ —
Liability — Interest rate swap contracts	72,437	—	72,437	—
Asset — Commodities contracts	4,232	—	4,232	—
Liability — Commodities contracts	947	—	947	—

Carrying Value And Fair Value Of Senior Notes And Subsidiary Senior Notes

	2011		2010	
	Carrying Value	Fair Value	Carrying Value	Fair Value
	(In thousands)			
Subsidiary senior notes due 2017	$ 129,117	$ 136,853	$ 127,504	$ 123,185
Dean Foods Company senior notes due 2016	498,959	493,750	498,765	458,750
Dean Foods Company senior notes due 2018	400,000	426,000	400,000	403,000

Summary Of Deferred Compensation Assets Measured At Fair Value On Recurring Basis

	Total	Level 1	Level 2	Level 3
Money market	$83	$—	$83	$—
Mutual funds	3	—	3	—

	Total	Level 1	Level 2	Level 3
Money market	$3,502	$—	$3,502	$—
Mutual funds	1,013	—	1,013	—

Employee Retirement And Profit Sharing Plans (Summary Of Assumptions Used To Determine Benefit Obligations) (Details)	12 Months Ended	
	Dec. 31, 2011	Dec. 31, 2010
Assumptions Utilized For Domestic Pension Plans [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Domestic pension plans as a percentage of total benefit obligation	95.00%	95.00%
Employee Retirement And Profit Sharing Plans [Member]		
Defined Benefit Plan Disclosure [Line Items]		
Weighted average discount rate	4.50% [1]	5.28% [1]
Rate of compensation increase	4.00% [1]	4.00% [1]

[1] Assumptions in this table represent the assumptions utilized for our domestic pension plans as they represented more than 95% of our total benefit obligation as of December 31, 2011 and 2010.

Consolidated Statements Of Stockholders' Equity (Deficit) (USD $) In Thousands, except Share data, unless otherwise specified	Common Stock [Member]	Additional Paid-In Capital [Member]	Retained Earnings [Member]	Accumulated Other Comprehensive Income (Loss) [Member]	Non-Controlling Interest [Member]	Comprehensive Income [Member]	Total
Balance at Dec. 31, 2008	$ 1,540	$ 532,420	$ 251,303	$ (227,029)			$ 558,234
Balance, in shares at Dec. 31, 2008	154,036,798						
Issuance of common stock, net of tax impact of share-based compensation	15	9,292					9,307
Issuance of common stock, net of tax impact of share-based compensation, in shares	1,412,365						
Share-based compensation expense		39,371					39,371
Public offering of equity securities	254	444,419					444,673
Public offering of equity securities, in shares	25,405,000						
Fair value of non-controlling interest acquired					14,499		14,499
Capital contribution from non-controlling interest					13,248		13,248
Net loss attributable to non-controlling interest					(12,461)		(12,461)
Other comprehensive income (loss) (Note 13)							
Net income attributable to Dean Foods Company			240,308			240,308	240,308
Change in fair value of derivative instruments, net of tax benefit				(22,417)		(22,417)	(22,417)
Amounts reclassified to statement of operations related to hedging activities, net of tax				70,772		70,772	70,772
Cumulative translation adjustment				2,509		2,509	2,509
Pension liability adjustment, net of tax benefit				9,189		9,189	9,189
Comprehensive income attributable to Dean Foods Company						300,361	
Balance at Dec. 31, 2009	1,809	1,025,502	491,611	(166,976)	15,286		1,367,232
Balance, in shares at Dec. 31, 2009	180,854,163						
Issuance of common stock, net of tax impact of share-based compensation	14	(1,121)					(1,107)

Issuance of common stock, net of tax impact of share-based compensation, in shares	1,401,171						
Share-based compensation expense		36,872					36,872
Capital contribution from non-controlling interest					7,992		7,992
Net loss attributable to non-controlling interest					(8,735)		(8,735)
Other comprehensive income (loss) (Note 13)							
Net income attributable to Dean Foods Company			91,491			91,491	91,491
Change in fair value of derivative instruments, net of tax benefit				(17,360)		(17,360)	(17,360)
Amounts reclassified to statement of operations related to hedging activities, net of tax				59,393		59,393	59,393
Cumulative translation adjustment				(20,707)		(20,707)	(20,707)
Pension liability adjustment, net of tax benefit				(1,003)		(1,003)	(1,003)
Comprehensive income attributable to Dean Foods Company						111,814	
Balance at Dec. 31, 2010	1,823	1,061,253	583,102	(146,653)	14,543		1,514,068
Balance, in shares at Dec. 31, 2010	182,255,334						182,255,334
Issuance of common stock, net of tax impact of share-based compensation	14	(5,857)					(5,843)
Issuance of common stock, net of tax impact of share-based compensation, in shares	1,490,455						
Share-based compensation expense		31,408					31,408
Capital contribution from non-controlling interest					6,754		6,754
Net loss attributable to non-controlling interest					(16,550)		(16,550)
Other comprehensive income (loss) (Note 13)							
Net income attributable to Dean Foods Company			(1,575,621)			(1,575,621)	(1,575,621)
Change in fair value of derivative instruments, net of tax benefit				(58,797)		(58,797)	(58,797)
Amounts reclassified to statement of operations related to hedging activities, net of tax				35,235		35,235	35,235

Cumulative translation adjustment				(12,738)		(12,738)	(12,738)
Pension liability adjustment, net of tax benefit				(16,567)		(16,567)	(16,567)
Comprehensive income attributable to Dean Foods Company						(1,628,488)	
Balance at Dec. 31, 2011	$ 1,837	$ 1,086,804	$ (992,519)	$ (199,520)	$ 4,747		$ (98,651)
Balance, in shares at Dec. 31, 2011	183,745,789						183,745,789

Derivative Financial Instruments And Fair Value Measurements (Summary Of Derivative Assets And Liabilities Measured At Fair Value On Recurring Basis) (Details) (USD $) In Thousands, unless otherwise specified	Dec. 31, 2011	Dec. 31, 2010
Interest Rate Swap Contracts [Member]		
Derivatives, Fair Value [Line Items]		
Asset, Fair Value		$ 4,156
Liability, Fair Value	102,297	72,437
Interest Rate Swap Contracts [Member] | Level 2 [Member]		
Derivatives, Fair Value [Line Items]		
Asset, Fair Value		4,156
Liability, Fair Value	102,297	72,437
Commodities Contracts [Member]		
Derivatives, Fair Value [Line Items]		
Asset, Fair Value	2,099	4,232
Liability, Fair Value	3,876	947
Commodities Contracts [Member] | Level 2 [Member]		
Derivatives, Fair Value [Line Items]		
Asset, Fair Value	2,099	4,232
Liability, Fair Value	3,876	947
Foreign Currency Contracts [Member]		
Derivatives, Fair Value [Line Items]		
Asset, Fair Value	411	
Foreign Currency Contracts [Member] | Level 2 [Member]		
Derivatives, Fair Value [Line Items]		
Asset, Fair Value	$ 411	

Investment In Affiliates	12 Months Ended Dec. 31, 2011
Investment In Affiliates [Abstract]	
Investment In Affiliates	**3. INVESTMENT IN AFFILIATES** *Unconsolidated Affiliate and Related Party* *Consolidated Container Company* — We own an approximately 25% non-controlling interest, on a fully diluted basis, in Consolidated Container Company ("CCC"), one of the nation's largest manufacturers of rigid plastic containers and our largest supplier of plastic bottles and bottle components. We have owned our minority interest since July 2, 1999, when we sold our U.S. plastic packaging operations to CCC. Vestar Capital Partners, an unaffiliated entity, controls CCC through a majority ownership interest. Pursuant to our agreements with Vestar, we control two of the eight seats on CCC's Management Committee. Since July 2, 1999, our investment in CCC has been accounted for under the equity method of accounting. During 2001, we concluded that our investment was permanently impaired so we wrote off our remaining investment. Our investment in CCC has been recorded at zero value since then and is still generating no income under the equity method of accounting. We have received no distributions from CCC since writing the investment down in 2001. As the tax basis of our investment in CCC is calculated differently than the carrying value of the investment recognized in our Consolidated Financial Statements, the sale or liquidation of our investment, the timing of which may be beyond our control, could result in a significantly disproportionate tax obligation. We have supply agreements with CCC to purchase certain of our requirements for plastic bottles and bottle components from CCC through December 31, 2014. We spent $360.3 million, $314.9 million and $268.2 million on products purchased from CCC during the years ended December 31, 2011, 2010 and 2009, respectively. As of December 31, 2011 and 2010, we had net payables to CCC of $24.5 million and $12.8 million, respectively. *Non-controlling Interest in Consolidated Affiliate* *Hero/WhiteWave Joint Venture* — In January 2008, we entered into and formed a 50/50 strategic joint venture with Hero Group ("Hero"), a producer of international fruit and infant nutrition brands. In 2011, the joint venture partners decided to wind down Hero's operations. See Note 2. During 2011 and 2010, our joint venture partner made cash contributions of $6.8 million and $8.0 million, respectively. Our joint venture partner did not make any non-cash contributions in 2011 or 2010. During 2011 and 2010, we made cash contributions of $6.9 million and $8.8 million, respectively, and continued non-cash contributions in the form of the capital lease for the manufacturing facility constructed at one of our existing WhiteWave plants. The joint venture has assets of $4.0 million, primarily equipment held for sale, and liabilities of $2.4 million, which are included within the WhiteWave-Alpro segment.

Investment In Affiliates (Details) (USD $)	12 Months Ended			3 Months Ended	12 Months Ended			
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009	Jun. 30, 2011 Joint Venture [Member]	Dec. 31, 2011 Joint Venture [Member]	Dec. 31, 2010 Joint Venture [Member]	Dec. 31, 2011 Consolidated Container Company [Member]	Dec. 31, 2010 Consolidated Container Company [Member]
Investments in and Advances to Affiliates [Line Items]								
Non-controlling interest	25.00%							
Joint venture owned between White Wave and Hero Group	50.00%			50.00%				
Supply agreement, product purchase cost	$ 360,300,000	$ 314,900,000	$ 268,200,000					
Net payables							(24,500,000)	(12,800,000)
Cash contributions by joint venture partner					6,800,000	8,000,000		
Cash contributions					6,900,000	8,800,000		
Equity investments	0							
Distribution	0							
Assets	5,754,363,000	7,956,667,000	7,843,941,000		4,000,000			
Liabilities					$ 2,400,000			

Debt (Consolidating Statements Of Operations) (Details) (USD $)	3 Months Ended								12 Months Ended		
	Dec. 31, 2011	Sep. 30, 2011	Jun. 30, 2011	Mar. 31, 2011	Dec. 31, 2010	Sep. 30, 2010	Jun. 30, 2010	Mar. 31, 2010	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Debt Instrument [Line Items]											
Net sales	$ 3,296,034,000	$ 3,410,797,000	$ 3,298,808,000	$ 3,049,854,000	$ 3,152,961,000 [1]	$ 3,054,130,000 [1]	$ 2,954,653,000 [1]	$ 2,961,143,000 [1]	$ 13,055,493,000	$ 12,122,887,000	$ 11,113,782,000
Cost of sales									10,037,907,000	9,116,965,000	8,008,561,000
Gross profit	766,478,000	741,265,000	759,561,000	750,282,000	757,076,000	749,629,000	751,423,000	747,794,000	3,017,586,000	3,005,922,000	3,105,221,000
Selling and distribution									1,963,748,000	1,904,526,000	1,818,833,000
General and administrative									608,868,000	640,951,000	633,472,000
Amortization of intangibles									10,539,000	11,295,000	9,637,000
Facility closing and reorganization costs									45,688,000	30,761,000	30,162,000
Litigation settlements									131,300,000	30,000,000	
Other operating income									(16,831,000)		
Interest expense									252,951,000	248,301,000	246,510,000
Other (income) expense, net									(1,915,000)	161,000	(4,221,000)
Income (loss) from continuing operations before income taxes									(2,052,598,000)	151,222,000	380,465,000
Income tax expense (benefit)									(456,811,000) [2]	73,482,000 [3]	151,845,000 [4]
Income (loss) before equity (loss) in earnings of subsidiaries									(1,595,787,000)	77,740,000	228,620,000
Income (loss) from continuing operations	(10,499,000)	(1,555,650,000)	(53,020,000)	23,382,000	(22,709,000) [5]	17,177,000 [5]	43,461,000 [5]	39,811,000 [5]	(1,595,787,000)	77,740,000	228,620,000
Gain on sale of discontinued operations, net of tax									3,616,000	7,521,000	89,000
Loss from discontinued operations, net of tax										(2,505,000)	(862,000)
Net income (loss)	(10,499,000) [6]	(1,552,034,000) [6]	(53,020,000) [6]	23,382,000 [6]	(22,968,000) [5]	21,957,000 [5]	42,852,000 [5]	40,915,000 [5]	(1,592,171,000)	82,756,000	227,847,000
Net loss attributable to non-controlling interest									16,550,000	8,735,000	12,461,000
Net income (loss) attributable to Dean Foods Company	(9,874,000) [6]	(1,540,497,000) [6]	(50,513,000) [6]	25,263,000 [6]	(20,744,000)	24,296,000	44,787,000	43,152,000	(1,575,621,000)	91,491,000	240,308,000
Dean Foods Company [Member]											
Debt Instrument [Line Items]											
General and administrative									9,614,000		
Litigation settlements									131,300,000		
Other operating income									(800,000)		
Interest expense									234,517,000		
Other (income) expense, net									(10,664,000)		
Income (loss) from continuing operations before income taxes									(363,967,000)		
Income tax expense (benefit)									(134,994,000)		
Income (loss) before equity (loss) in earnings of subsidiaries									(228,973,000)		
Equity in earnings (loss) of consolidated subsidiaries									(1,346,648,000)		
Income (loss) from continuing operations									(1,575,621,000)		
Net income (loss)									(1,575,621,000)		
Net income (loss) attributable to Dean Foods Company									(1,575,621,000)		
Guarantor Subsidiaries [Member]											
Debt Instrument [Line Items]											
Net sales									12,669,751,000		
Cost of sales									9,806,337,000		
Gross profit									2,863,414,000		
Selling and distribution									1,872,808,000		
General and administrative									552,496,000		
Amortization of intangibles									9,152,000		
Facility closing and reorganization costs									45,688,000		
Other operating income									(36,377,000)		
Interest expense									11,071,000		
Other (income) expense, net									9,418,000		
Income (loss) from continuing operations before income taxes									(1,676,678,000)		
Income tax expense (benefit)									(311,627,000)		
Income (loss) before equity (loss) in earnings of subsidiaries									(1,365,051,000)		
Equity in earnings (loss) of consolidated subsidiaries									18,403,000		
Income (loss) from continuing operations									(1,346,648,000)		
Net income (loss)									(1,346,648,000)		
Net income (loss) attributable to Dean Foods Company									(1,346,648,000)		
Non-Guarantor Subsidiaries [Member]											
Debt Instrument [Line Items]											
Net sales									385,742,000	362,115,000	185,532,000
Cost of sales									231,570,000	211,218,000	111,795,000

Gross profit	154,172,000	150,897,000	73,737,000
Selling and distribution	90,940,000	97,451,000	66,004,000
General and administrative	46,758,000	48,045,000	23,616,000
Amortization of intangibles	1,387,000		
Other operating income	20,346,000		
Interest expense	7,363,000	666,000	1,144,000
Other (income) expense, net	(669,000)	(878,000)	(813,000)
Income (loss) from continuing operations before income taxes	(11,953,000)	5,613,000	(16,214,000)
Income tax expense (benefit)	(10,190,000)	25,000	(2,176,000)
Income (loss) before equity (loss) in earnings of subsidiaries	(1,763,000)	5,588,000	(14,038,000)
Income (loss) from continuing operations	(1,763,000)	5,588,000	(14,038,000)
Gain on sale of discontinued operations, net of tax	3,616,000	7,521,000	
Loss from discontinued operations, net of tax		(2,505,000)	(862,000)
Net income (loss)	1,853,000	10,604,000	(14,900,000)
Net loss attributable to non-controlling interest	16,550,000	8,735,000	12,461,000
Net income (loss) attributable to Dean Foods Company	18,403,000	19,339,000	(2,439,000)
Eliminations [Member]			
Debt Instrument [Line Items]			
Equity in earnings (loss) of consolidated subsidiaries	1,328,245,000		
Income (loss) from continuing operations	1,328,245,000		
Net income (loss)	1,328,245,000		
As Previously Reported [Member] | Dean Foods Company [Member]			
Debt Instrument [Line Items]			
General and administrative		7,924,000	18,287,000
Interest expense		237,037,000	230,454,000
Other (income) expense, net		(7,909,000)	(22,468,000)
Income from subsidiaries		(388,274,000)	(606,738,000)
Income (loss) from continuing operations before income taxes		151,222,000	380,465,000
Income tax expense (benefit)		73,482,000	151,845,000
Income (loss) before equity (loss) in earnings of subsidiaries		77,740,000	228,620,000
Income (loss) from continuing operations		77,740,000	228,620,000
Gain on sale of discontinued operations, net of tax		7,521,000	89,000
Loss from discontinued operations, net of tax		(2,505,000)	(862,000)
Net income (loss)		82,756,000	227,847,000
Net loss attributable to non-controlling interest		8,735,000	12,461,000
Net income (loss) attributable to Dean Foods Company		91,491,000	240,308,000
As Previously Reported [Member] | Guarantor Subsidiaries [Member]			
Debt Instrument [Line Items]			
Net sales		11,760,772,000	10,928,250,000
Cost of sales		8,905,747,000	7,896,766,000
Gross profit		2,855,025,000	3,031,484,000
Selling and distribution		1,807,075,000	1,752,829,000
General and administrative		584,982,000	591,569,000
Facility closing and reorganization costs		30,761,000	30,162,000
Litigation settlements		30,000,000	
Interest expense		10,598,000	14,912,000
Other (income) expense, net		8,948,000	19,060,000
Income (loss) from continuing operations before income taxes		382,661,000	622,952,000
Income tax expense (benefit)		185,947,000	248,622,000
Income (loss) before equity (loss) in earnings of subsidiaries		196,714,000	374,330,000
Income (loss) from continuing operations		196,714,000	374,330,000
Gain on sale of discontinued operations, net of tax			89,000
Net income (loss)		196,714,000	374,419,000
Net income (loss) attributable to Dean Foods Company		196,714,000	374,419,000
As Previously Reported [Member] | Eliminations [Member]			
Debt Instrument [Line Items]			
Income from subsidiaries		388,274,000	606,738,000

Income (loss) from continuing operations before income taxes	(388,274,000)	(606,738,000)
Income tax expense (benefit)	(185,972,000)	(246,446,000)
Income (loss) before equity (loss) in earnings of subsidiaries	(202,302,000)	(360,292,000)
Income (loss) from continuing operations	(202,302,000)	(360,292,000)
Gain on sale of discontinued operations, net of tax	(7,521,000)	(89,000)
Loss from discontinued operations, net of tax	2,505,000	862,000
Net income (loss)	(207,318,000)	(359,519,000)
Net loss attributable to non-controlling interest	(8,735,000)	(12,461,000)
Net income (loss) attributable to Dean Foods Company	(216,053,000)	(371,980,000)
As Restated [Member] | Dean Foods Company [Member]		
Debt Instrument [Line Items]		
General and administrative	7,924,000	18,287,000
Interest expense	237,037,000	230,454,000
Other (income) expense, net	(7,909,000)	(22,468,000)
Income (loss) from continuing operations before income taxes	(237,052,000)	(226,273,000)
Income tax expense (benefit)	(112,490,000)	(94,601,000)
Income (loss) before equity (loss) in earnings of subsidiaries	(124,562,000)	(131,672,000)
Equity in earnings (loss) of consolidated subsidiaries	216,053,000	371,980,000
Income (loss) from continuing operations	91,491,000	240,308,000
Net income (loss)	91,491,000	240,308,000
Net income (loss) attributable to Dean Foods Company	91,491,000	240,308,000
As Restated [Member] | Guarantor Subsidiaries [Member]		
Debt Instrument [Line Items]		
Net sales	11,760,772,000	10,928,250,000
Cost of sales	8,905,747,000	7,896,766,000
Gross profit	2,855,025,000	3,031,484,000
Selling and distribution	1,807,075,000	1,752,829,000
General and administrative	584,982,000	591,569,000
Facility closing and reorganization costs	30,761,000	30,162,000
Litigation settlements	30,000,000	
Interest expense	10,598,000	14,912,000
Other (income) expense, net	8,948,000	19,060,000
Income (loss) from continuing operations before income taxes	382,661,000	622,952,000
Income tax expense (benefit)	185,947,000	248,622,000
Income (loss) before equity (loss) in earnings of subsidiaries	196,714,000	374,330,000
Equity in earnings (loss) of consolidated subsidiaries	19,339,000	(2,439,000)
Income (loss) from continuing operations	216,053,000	371,891,000
Gain on sale of discontinued operations, net of tax		89,000
Net income (loss)	216,053,000	371,980,000
Net income (loss) attributable to Dean Foods Company	216,053,000	371,980,000
As Restated [Member] | Eliminations [Member]		
Debt Instrument [Line Items]		
Equity in earnings (loss) of consolidated subsidiaries	(235,392,000)	(369,541,000)
Income (loss) from continuing operations	(235,392,000)	(369,541,000)
Net income (loss)	(235,392,000)	(369,541,000)
Net income (loss) attributable to Dean Foods Company	$ (235,392,000)	$ (369,541,000)

[1] The results for the first, second, third and fourth quarters of 2010 include facility closing and reorganization costs, net of tax, of $1.0 million, $4.2 million, $5.3 million and $9.3 million, respectively. See Note 16.
[2] Excludes $0.5 million in income tax expense related to discontinued operations.
[3] Excludes $8.7 million in income tax benefit related to discontinued operations.
[4] Excludes $0.3 million in income tax benefit related to discontinued operations.
[5] Earnings (loss) per common share calculations for each of the quarters were based on the basic and diluted weighted average number of shares outstanding for each quarter. The sum of the quarters may not necessarily be equal to the full year earnings (loss) per common share amount.
[6] The results for the first, second, third and fourth quarters of 2011 include facility closing and reorganization costs, net of tax, of $6.6 million, $12.9 million, $6.3 million and $2.2 million, respectively. See Note 16.

Employee Retirement And Profit Sharing Plans (Reconciliation Of Projected Benefit Obligation And The Fair Value Of Plans Assets) (Details) (USD $) In Thousands, unless otherwise specified	12 Months Ended		
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Defined Benefit Plan Disclosure [Line Items]			
Fair value of plan assets at end of year	$ 233,995	$ 231,822	
Employee Retirement And Profit Sharing Plans [Member]			
Defined Benefit Plan Disclosure [Line Items]			
Benefit obligation at beginning of year	307,531	294,569	
Service cost	4,151	3,699	3,147
Interest cost	15,735	16,941	16,947
Plan participants' contributions	68	66	
Actuarial (gain) loss	33,071	16,619	
Benefits paid	(25,677)	(20,822)	
Plan settlements	(1,730)	(2,914)	
Exchange rate changes	(401)	(627)	
Benefit obligation at end of year	332,748	307,531	294,569
Fair value of plan assets at beginning of year	231,822	223,369	
Actual return on plan assets	11,714	22,240	
Employer contribution	18,073	10,277	
Plan settlements	(1,730)	(2,914)	
Exchange rate changes	(275)	(394)	
Fair value of plan assets at end of year	233,995	231,822	223,369
Funded status at end of year	$ (98,753)	$ (75,709)	

Income Taxes (Income From Continuing Operations Before Income Taxes) (Details) (USD $) In Thousands, unless otherwise specified	12 Months Ended		
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Income Taxes [Abstract]			
United States	$ (2,082,457)	$ 127,934	$ 370,642
Other Countries	29,859	23,288	9,823
Income (loss) from continuing operations before income taxes	$ (2,052,598)	$ 151,222	$ 380,465

Quarterly Results Of Operations	12 Months Ended Dec. 31, 2011

Quarterly Results Of Operations [Abstract]

Quarterly Results Of Operations

20. QUARTERLY RESULTS OF OPERATIONS (unaudited)

The following is a summary of our unaudited quarterly results of operations for 2011 and 2010.

	Quarter			
	First	Second	Third	Fourth
	(In thousands, except share data)			
2011				
Net sales	$ 3,049,854	$ 3,298,808	$ 3,410,797	$ 3,296,034
Gross profit	750,282	759,561	741,265	766,478
Income (loss) from continuing operations(5)	23,382	(53,020)	(1,555,650)	(10,499)
Net income (loss)(1)(5)	23,382	(53,020)	(1,552,034)	(10,499)
Net income (loss) attributable to Dean Foods Company(1)(5)	25,263	(50,513)	(1,540,497)	(9,874)
Earnings (loss) per common share(2):				
Basic	0.14	(0.28)	(8.39)	(0.05)
Diluted	0.14	(0.28)	(8.39)	(0.05)

	Quarter			
	First	Second	Third	Fourth
	(In thousands, except share data)			
2010				
Net sales	$ 2,961,143	$ 2,954,653	$ 3,054,130	$ 3,152,961
Gross profit	747,794	751,423	749,629	757,076
Income (loss) from continuing operations (4)	39,811	43,461	17,177	(22,709)
Net income(3)(4)	40,915	42,852	21,957	(22,968)
Net income attributable to Dean Foods Company(3)(4)	43,152	44,787	24,296	(20,744)
Earnings (loss) per common share(2):				
Basic	0.24	0.25	0.13	(0.11)

Diluted	0.24	0.25	0.13	(0.11)

(1) The results for the first, second, third and fourth quarters of 2011 include facility closing and reorganization costs, net of tax, of $6.6 million, $12.9 million, $6.3 million and $2.2 million, respectively. See Note 16.

(2) Earnings (loss) per common share calculations for each of the quarters were based on the basic and diluted weighted average number of shares outstanding for each quarter. The sum of the quarters may not necessarily be equal to the full year earnings (loss) per common share amount.

(3) The results for the first, second, third and fourth quarters of 2010 include facility closing and reorganization costs, net of tax, of $1.0 million, $4.2 million, $5.3 million and $9.3 million, respectively. See Note 16.

(4) Results for 2010 include a charge of $18.7 million, net of tax, related to a class action antitrust complaint settlement (Note 18) and a non-cash income tax charge of $10.8 million (Note 8).

(5) Results for 2011 include a charge of $1.6 billion related to goodwill impairment, net of tax (Note 6), a $80.4 million net of tax charge related to a proposed class action antitrust complaint settlement (Note 18), and a $10.5 million gain, net of tax, related to divestitures (Note 2).

Postretirement Benefits Other Than Pensions (Funded Status Of Plans) (Details) (USD $) In Thousands, unless otherwise specified	3 Months Ended	12 Months Ended		12 Months Ended				
	Sep. 30, 2011	Dec. 31, 2010	Dec. 31, 2011	Dec. 31, 2011 Postretirement Benefits [Member]	Dec. 31, 2010 Postretirement Benefits [Member]	Dec. 31, 2011 Net Periodic Benefit Cost [Member]	Dec. 31, 2011 Current Period [Member]	Dec. 31, 2010 Prior Periods [Member]
Defined Benefit Plan Disclosure [Line Items]								
Benefit obligation at beginning of year				$ 17,551	$ 18,620			
Service cost				27	24			
Interest cost				762	967			
Employee contributions				431				
Actuarial (gain) loss				(885)	(48)			
Benefits paid				(2,343)	(2,012)			
Plan amendments				953				
Other				16,012 [1]				
Benefit obligation at end of year				32,508	17,551			
Fair value of plan assets at end of year		231,822	233,995					
Funded status				(32,508)	(17,551)			
Other	$ 16,000	$ 10,848				$ 16,012 [2]	$ 800	$ 15,200

[1] During the third quarter of 2011, we identified groups of employees who were eligible to receive other postretirement benefits that had historically been excluded from our benefit plan valuations, which resulted in an understatement of our benefit obligations and net periodic benefit cost. These errors relate primarily to periods prior to 2011. As the effects of the errors are not material to our Consolidated Financial Statements for the year ended December 31, 2011 and were not material to any individual period prior to 2011, we recorded a non-cash charge, and the related benefit obligation, of $16.0 million during the third quarter of 2011, of which $0.8 million relates to the year ended December 31, 2011 and $15.2 million relates to prior periods. The charge and the corresponding liability have been recorded in general and administrative expenses in our Consolidated Statements of Operations and other long term liabilities in our Consolidated Balance Sheets, respectively, for the year ended December 31, 2011.

[2] As described more fully in the funded status table above, this amount represents an increase in our net periodic benefit cost for the year ended December 31, 2011 as a result of identifying groups of employees who were eligible to receive other postretirement benefits that had historically been excluded from our benefit plan valuations.

Segment, Geographic And Customer Information (Assets, By Segment) (Details) (USD $) In Thousands, unless otherwise specified	12 Months Ended		
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Segment Reporting, Asset Reconciling Item [Line Items]			
Assets	$ 5,754,363	$ 7,956,667	$ 7,843,941
Capital expenditures	325,484	301,974	267,690
Fresh Dairy Direct [Member]			
Segment Reporting, Asset Reconciling Item [Line Items]			
Assets	2,669,001	4,755,240	4,847,151
Capital expenditures	164,833	173,608	180,541
WhiteWave-Alpro [Member]			
Segment Reporting, Asset Reconciling Item [Line Items]			
Assets	2,086,097	1,984,893	1,985,619
Capital expenditures	127,209	52,255	35,252
Morningstar [Member]			
Segment Reporting, Asset Reconciling Item [Line Items]			
Assets	670,870	686,989	673,662
Capital expenditures	20,317	26,052	31,058
Corporate [Member]			
Segment Reporting, Asset Reconciling Item [Line Items]			
Assets	325,213	412,431	307,421
Capital expenditures	13,125	50,059	20,839
Assets Held For Sale [Member]			
Segment Reporting, Asset Reconciling Item [Line Items]			
Assets	$ 3,182	$ 117,114	$ 30,088

Commitments And Contingencies (Narrative) (Details) (USD $) In Millions, unless otherwise specified	0 Months Ended	12 Months Ended			12 Months Ended				3 Months Ended	12 Months Ended				12 Months Ended				
	Feb. 12, 2012	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009	Dec. 21, 2001	Dec. 31, 2011 Contingent Promissory Note [Member]	Dec. 31, 2011 Minimum [Member]	Dec. 31, 2011 Maximum [Member]	Jun. 30, 2011 Tennessee And Mississippi Dairy Farmer Actions [Member]	Dec. 31, 2011 Tennessee And Mississippi Dairy Farmer Actions [Member]	Apr. 26, 2011 Tennessee And Mississippi Dairy Farmer Actions [Member]	Dec. 31, 2008 Tennessee And Mississippi Dairy Farmer Actions [Member]	Jul. 05, 2007 Tennessee And Mississippi Dairy Farmer Actions [Member]	Dec. 31, 2011 Tennessee Dairy Farmer Actions [Member]	Dec. 31, 2011 Tennessee Dairy Farmer Actions [Member] Minimum [Member]	Dec. 31, 2011 Tennessee Dairy Farmer Actions [Member] Maximum [Member]	Dec. 31, 2011 Standby Letters Of Credit [Member]	Dec. 31, 2011 Vermont Dairy Farmer Action [Member]
Commitments And Contingencies [Line Items]																		
Acquired interest percentage					33.80%													
Principal amount of contingent promissory note						$ 40												
Promissory note, term (years)						20												
Contingent promissory note, maximum amount including interest						96												
Promissory note, maturity date						Dec. 21, 2021												
Insurance deductible for casualty claims		2.0																
Accrued liabilities related to retained risks		193.7	187.3															
Lease term, (years)							1	20										
Rent expenses		145.1	158.5	158.4														
Number of plaintiffs	3																	
Number of pending cases										6	1	4	2					
Name of the settlement agreement preliminary approval court										United States District Court for the Middle District of Tennessee								
Preliminary approval of the settlement agreement														July 14, 2011				
Amount of settlement agreement														140				
Time period for distribution of funds for settlement, in years															4	5		
Initial payment into an escrow account														60				
Issuance of standby letter of credit																	80	
Present value of litigation settlement									131.3									
Discount rate used to determine present value of litigation settlement										4.77%								
Payments for legal settlements																$ 20		$ 30

Income Taxes (Balance Sheet Classification Of Unrecognized Tax Benefits) (Details) (USD $) In Thousands, unless otherwise specified	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009	Dec. 31, 2008
Income Taxes [Abstract]				
Accrued expenses	$ 4,687	$ 5,620	$ 3,333	
Other long-term liabilities	37,014	52,545	69,278	
Total	$ 41,701	$ 58,165	$ 72,611	$ 41,400

Accounts Payable And Accrued Expenses (Tables)	12 Months Ended Dec. 31, 2011
Accounts Payable And Accrued Expenses [Abstract]	
Components Of Accounts Payable And Accrued Expenses	

	December 31	
	2011	**2010**
	(In thousands)	
Accounts payable	$768,886	$782,185
Payroll and benefits	166,098	131,177
Health insurance, workers' compensation and other insurance costs	70,844	74,934
Current derivative liability	42,136	60,326
Other accrued liabilities	184,201	184,254
Total	$ 1,232,165	$ 1,232,876

Other Comprehensive Income (Loss)	12 Months Ended Dec. 31, 2011
Other Comprehensive Income (Loss) [Abstract]	
Other Comprehensive Income (Loss)	**13. OTHER COMPREHENSIVE INCOME (LOSS)** Comprehensive income (loss) comprises net income plus all other changes in equity from non-owner sources. The components of accumulated other comprehensive loss, as reflected in the Consolidated Statements of Stockholders' Equity (Deficit) at December 31, 2011 and 2010, are as follows:

	December 31	
	2011	2010
	(In thousands)	
Cumulative translation adjustment	$(36,977)	$(24,239)
Fair value of derivative instruments, net of tax	(63,662)	(40,100)
Pension and other postretirement liability adjustment, net of tax	(98,881)	(82,314)
Total accumulated other comprehensive loss	$(199,520)	$(146,653)

Common Stock And Share-Based Compensation (Summary Of Share-Based Compensation Expense Recognized) (Details) (USD $) In Thousands, unless otherwise specified	12 Months Ended		
	Dec. 31, 2011	Dec. 31, 2010	Dec. 31, 2009
Stock Options [Member]			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Share-based compensation expense	$ 11,800	$ 16,243	$ 22,288
Stock Units [Member]			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Share-based compensation expense	19,608	20,629	17,109
Cash Performance Units [Member]			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Share-based compensation expense	1,729		
Phantom Shares [Member]			
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]			
Share-based compensation expense	$ 3,578		