

DEAN FOODS CO/
Form 4
January 17, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FROMBERG BARRY A

(Last) (First) (Middle)

2515 MCKINNEY AVENUE, LB
30, SUITE 1200

(Street)

DALLAS, TX 75201

(City) (State) (Zip)

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

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

01/13/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	01/13/2006		M		44,351 A \$ 0	80,859.001	D
Common Stock	01/13/2006 ⁽¹⁾		S		14,700 D \$ 37.9	66,159.001	D
Common Stock	01/13/2006 ⁽¹⁾		S		6,500 D \$ 37.91	59,659.001	D
Common Stock	01/13/2006 ⁽¹⁾		S		9,800 D \$ 37.92	49,859.001	D
Common Stock	01/13/2006 ⁽¹⁾		S		13,251 D \$ 37.93	36,608.001	D

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Common Stock	01/13/2006 ⁽¹⁾	S	100	D	\$ 37.95	36,508.001	D
Common Stock	01/13/2006	M	3,790 ⁽²⁾	A	\$ 0	40,298.001	D
Common Stock	01/13/2006	F	1,761 ⁽²⁾	D	\$ 37.82	38,537.001	D
Common Stock	01/17/2006	M	5,400	A	\$ 0	43,937.001	D
Common Stock	01/17/2006 ⁽¹⁾	S	5,400	D	\$ 37.9	38,537.001	D

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Deferred Stock Units (DU000093) ⁽³⁾	\$ 0	01/13/2006		M	3,200	01/13/2005	01/13/2014	Common Stock	3,
Deferred Stock Units (TU905827) ⁽³⁾	\$ 0	01/13/2006		M	590	01/13/2005	01/13/2014	Common Stock	5
Restricted Stock Units (DF902033) ⁽³⁾	\$ 0					01/07/2006	01/07/2015	Common Stock	16
Restricted Stock Units (TU905726) ⁽³⁾	\$ 0					01/07/2006	01/07/2015	Common Stock	3,
Incentive Stock Option	\$ 20.9355					01/06/2004	01/06/2013	Common Stock	4,

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(right to buy -
DF002195) ⁽⁴⁾

Incentive

Stock Option
(right to buy -
T0001047) ⁽⁴⁾

\$ 20.9355

01/06/2004 01/06/2013

Common
Stock

7

Incentive

Stock Option
(right to buy -
DF003306) ⁽⁴⁾

\$ 26.3199

01/13/2005 01/13/2014

Common
Stock

1,

Incentive

Stock Option
(right to buy -
T0001768) ⁽⁴⁾

\$ 26.3199

01/13/2005 01/13/2014

Common
Stock

1

Incentive

Stock Option
(right to buy -
DF902167) ⁽⁴⁾

\$ 26.8941

01/07/2006 01/07/2015

Common
Stock

5,

Incentive

Stock Option
(right to buy -
T0001365) ⁽⁴⁾

\$ 26.8941

01/07/2006 01/07/2015

Common
Stock

6

Non-Qualified

Stock Option
(right to buy -
T0000579) ⁽⁴⁾

\$ 13.7918

07/31/1999 07/31/2008

Common
Stock

3,

Non-Qualified

Stock Option
(right to buy -
T0000608) ⁽⁴⁾

\$ 13.7918

07/31/1999 07/31/2008

Common
Stock

11

Non-Qualified

Stock Option
(right to buy -
T0000499) ⁽⁴⁾

\$ 12.1383

01/22/2002 01/22/2011

Common
Stock

Non-Qualified

Stock Option
(right to buy -
T0003349) ⁽⁴⁾

\$ 12.1383

01/22/2002 01/22/2011

Common
Stock

Non-Qualified

Stock Option
(right to buy -
DF001523) ⁽⁴⁾

\$ 17.1835

01/13/2006

M

9,560

01/14/2003 01/14/2012

Common
Stock

9,

Non-Qualified

Stock Option
(right to buy -

\$ 17.1835

01/13/2006

M

34,791

01/14/2003 01/14/2012

Common
Stock

34

DF001332) ⁽⁴⁾ Non-Qualified Stock Option (right to buy - DF001332) ⁽⁴⁾	\$ 17.1835	01/17/2006	M	5,400	01/14/2003	01/14/2012	Common Stock	5,
Non-Qualified Stock Option (right to buy - DF002196) ⁽⁴⁾	\$ 20.9355				01/06/2004	01/06/2013	Common Stock	27
Non-Qualified Stock Option (right to buy - T0000609) ⁽⁴⁾	\$ 20.9355				01/06/2004	01/06/2013	Common Stock	16
Non-Qualified Stock Option (right to buy - DF003307) ⁽⁴⁾	\$ 26.3199				01/13/2005	01/13/2014	Common Stock	46
Non-Qualified Stock Option (right to buy - TU000197) ⁽⁴⁾	\$ 26.3199				01/13/2005	01/13/2014	Common Stock	2,
Non-Qualified Stock Option (right to buy - T0000695) ⁽⁴⁾	\$ 26.3199				01/13/2005	01/13/2014	Common Stock	8,
Non-Qualified Stock Option (right to buy - TU000198) ⁽⁴⁾	\$ 26.3199				01/13/2005	01/13/2014	Common Stock	3
Non-Qualified Stock Option (right to buy - DF902168) ⁽⁴⁾	\$ 26.8941				01/07/2006	01/07/2015	Common Stock	50
Non-Qualified Stock Option (right to buy - T0000699) ⁽⁴⁾	\$ 26.8941				01/07/2006	01/07/2015	Common Stock	9,
Non-Qualified Stock Option (right to buy - TU000199) ⁽⁴⁾	\$ 26.8941				01/07/2006	01/07/2015	Common Stock	3

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FROMBERG BARRY A
2515 MCKINNEY AVENUE, LB 30, SUITE 1200
DALLAS, TX 75201

Executive
Vice
President

Signatures

Barry A.
Fromberg 01/17/2006
 **Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 Sales are pursuant to a 10b5-1 Sales Plan dated November 7, 2005, between reporting person and Bear Stearns & Co., Inc., acting as agent, to permit the orderly disposition of a portion of the reporting person's holdings of the Issuer's common stock, par value \$01 per share.
 - (1) The reporting person was entitled to receive a total of 3,790 shares of common stock of the Issuer pursuant to the vesting provisions in the 2004 Award of Deferred Stock Units ("DSUs"). A portion of these shares (1,761) were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of 2,029 net shares of common stock.
 - (2) A Stock Unit, which is issued under the Company's 1989 Stock Awards Plan, is a right to receive one share of Common Stock of the Issuer in the future, subject to the terms and conditions of the award agreement. The units vest annually, on a prorata basis, over a five-year period beginning on the first anniversary date of grant, subject to certain accelerated vesting provisions.
 - (3) The shares of common stock subject to the Option vest ratably in three equal increments commencing on the first anniversary of the grant date.
 - (4)

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