

GOOLSBY MICHELLE P
Form 4
August 09, 2005

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 *
GOOLSBY MICHELLE P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/05/2005

___ Director ___ 10% Owner
__X__ Officer (give title below) ___X__ Other (specify below)
Exec VP, Chief Admin Officer, / General Counsel and Secretary

(Street)
DALLAS, TX 75201

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

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ 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)
				(A) or (D)	Price		
Common Stock	06/30/2005		J	V	66.769 (1) \$ 29.954	A	38,680.909 D
Common Stock	07/29/2005		J	V	65.909 (1) \$ 30.345	A	38,746.818 D
Common Stock	08/05/2005		S		11,500 \$ 35.5	D	27,246.818 D

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

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displays a currently valid OMB control number.

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Deferred Stock Units <u>(2)</u>	\$ 0					01/13/2005	01/13/2014	Common Stock	16,000
Deferred Stock Units <u>(2)</u>	\$ 0					01/13/2005	01/13/2014	Common Stock	2,948
Restricted Stock Units <u>(2)</u>	\$ 0					01/10/2006	01/10/2015	Common Stock	20,500
Restricted Stock Units <u>(2)</u>	\$ 0					01/10/2006	01/10/2015	Common Stock	3,778
Incentive Stock Option (right to buy) <u>(3)</u>	\$ 12.1383					01/22/2002	01/22/2011	Common Stock	66
Incentive Stock Option (right to buy) <u>(3)</u>	\$ 12.1383					01/22/2002	01/22/2011	Common Stock	12
Incentive Stock Option (right to buy) <u>(3)</u>	\$ 20.9355					01/06/2004	01/06/2013	Common Stock	4,032
Incentive Stock Option (right to buy) <u>(3)</u>	\$ 20.9355					01/06/2004	01/06/2013	Common Stock	743
Incentive Stock Option (right to buy) <u>(3)</u>	\$ 26.3199					01/13/2005	01/13/2014	Common Stock	3,209

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Incentive Stock Option (right to buy) <u>(3)</u>	\$ 26.3199	01/13/2005	01/13/2014	Common Stock	394
Incentive Stock Option (right to buy) <u>(3)</u>	\$ 26.8941	01/07/2006	01/07/2015	Common Stock	5,232
Incentive Stock Option (right to buy) <u>(3)</u>	\$ 26.8941	01/07/2006	01/07/2015	Common Stock	964
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 13.7918	08/28/1999	08/28/2008	Common Stock	75,000
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 13.7918	08/28/1999	08/28/2008	Common Stock	13,820
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 10.5374	01/04/2001	01/04/2010	Common Stock	35,002
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 10.5374	01/04/2001	01/04/2010	Common Stock	6,450
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 12.1383	01/22/2002	01/22/2011	Common Stock	106,020
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 12.1383	01/22/2002	01/22/2011	Common Stock	19,538
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 17.1835	01/14/2003	01/14/2012	Common Stock	115,080
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 17.1835	01/14/2003	01/14/2012	Common Stock	21,207
	\$ 17.1835	01/14/2003	01/14/2012		75,000

Non-Qualified Stock Option (right to buy) <u>(3)</u>					Common Stock	
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 17.1835		01/14/2003	01/14/2012	Common Stock	13,820
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 20.9355		01/06/2004	01/06/2013	Common Stock	90,468
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 20.9355		01/06/2004	01/06/2013	Common Stock	5,062
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 26.3199		01/13/2005	01/13/2014	Common Stock	56,791
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 26.3199		01/13/2005	01/13/2014	Common Stock	6,976
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 26.8941		01/07/2006	01/07/2015	Common Stock	50,768
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 26.8941		01/07/2006	01/07/2015	Common Stock	9,355

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOOLSBY MICHELLE P 2515 MCKINNEY AVENUE, SUITE 1200 DALLAS, TX 75201			Exec VP, Chief Admin Officer,	General Counsel and Secretary

Signatures

Michelle P.
Goolsby

08/09/2005

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Shares purchased through Issuer's Employee Stock Purchase Plan.

A Deferred Stock Unit, which is issued under the Company's 1989 Stock Awards Plan, is a right to receive one share of common stock of

(2) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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