

GOOLSBY MICHELLE P
Form 4
January 17, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Last) (First) (Middle)

2515 MCKINNEY AVENUE,
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
__X__ Officer (give title below) __X__ Other (specify below)
Exec VP, Chief Admin Officer, / General Counsel and Secretary

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	01/13/2006		M	A	4,737 (1) \$ 0		D
Common Stock	01/13/2006		F	D	1,737 (1) \$ 37.82		D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Edgar Filing: GOOLSBY MICHELLE P - Form 4

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 Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Deferred Stock Units (DU000094) ⁽²⁾	\$ 0	01/13/2006		M		4,000		01/13/2005	01/13/2014	Common Stock
Deferred Stock Units (TU905830) ⁽²⁾	\$ 0	01/13/2006		M		737		01/13/2005	01/13/2014	Common Stock
Restricted Stock Units (DF902049) ⁽²⁾	\$ 0							01/07/2006	01/07/2015	Common Stock
Restricted Stock Units (TU905728) ⁽²⁾	\$ 0							01/07/2006	01/07/2015	Common Stock
Restricted Stock Units ⁽²⁾	\$ 0	01/13/2006		A		18,000		01/13/2007	01/07/2015	Common Stock
Incentive Stock Option (right to buy - DF002193) ⁽³⁾	\$ 20.9355							01/06/2004	01/06/2013	Common Stock
Incentive Stock Option (right to buy - T0001053) ⁽³⁾	\$ 20.9355							01/06/2004	01/06/2013	Common Stock
Incentive Stock Option (right to buy - DF003308) ⁽³⁾	\$ 26.3199							01/13/2005	01/13/2014	Common Stock
Incentive Stock Option (right to buy - T0001773) ⁽³⁾	\$ 26.3199							01/13/2005	01/13/2014	Common Stock
Incentive Stock Option (right to buy - DF902436) ⁽³⁾	\$ 26.8941							01/07/2006	01/07/2015	Common Stock

Edgar Filing: GOOLSBY MICHELLE P - Form 4

Incentive Stock Option (right to buy - T0001371) ⁽³⁾	\$ 26.8941	01/07/2006	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy - SF000676) ⁽³⁾	\$ 13.7918	07/31/1999	07/31/2008	Common Stock
Non-Qualified Stock Option (right to buy - T0000612) ⁽³⁾	\$ 13.7918	07/31/1999	07/31/2008	Common Stock
Non-Qualified Stock Option (right to buy - SF002265) ⁽³⁾	\$ 12.1383	01/22/2002	01/22/2011	Common Stock
Non-Qualified Stock Option (right to buy - DF001537) ⁽³⁾	\$ 17.1835	01/14/2003	01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy - T0000625) ⁽³⁾	\$ 17.1835	01/14/2003	01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy - DF001337) ⁽³⁾	\$ 17.1835	01/14/2003	01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy - T0000615) ⁽³⁾	\$ 17.1835	01/14/2003	01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy - DF002194) ⁽³⁾	\$ 20.9355	01/06/2004	01/06/2013	Common Stock
Non-Qualified Stock Option (right to buy - T0000610) ⁽³⁾	\$ 20.9355	01/06/2004	01/06/2013	Common Stock
Non-Qualified Stock Option (right to buy - DF003309) ⁽³⁾	\$ 26.3199	01/13/2005	01/13/2014	Common Stock
	\$ 26.3199	01/13/2005	01/13/2014	

Non-Qualified Stock Option (right to buy - T0000708) ⁽³⁾								Common Stock
Non-Qualified Stock Option (right to buy - TU000209) ⁽³⁾	\$ 26.3199					01/13/2005	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy - TU000206) ⁽³⁾	\$ 26.3199					01/13/2005	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy - DF902437) ⁽³⁾	\$ 26.8941					01/07/2006	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy - T0000700) ⁽³⁾	\$ 26.8941					01/07/2006	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy - TU000207) ⁽³⁾	\$ 26.8941					01/07/2006	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy) ⁽³⁾	\$ 37.74	01/13/2006		A	86,200	01/13/2007	01/13/2016	Common Stock

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 01/17/2006

 **Signature of Reporting Person

____ Date

Explanation of Responses:

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

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

The reporting person was entitled to receive a total of 4,737 shares of common stock of the Issuer pursuant to the vesting provisions in the

(1) 2004 Award of Deferred Stock Units ("DSUs"). A portion of these shares (1,727) were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of 3,010 net shares of common stock.

(2) 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 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.