

DEAN FOODS CO/
Form 4
January 04, 2006

FORM 4

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

OMB APPROVAL

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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 *
HARDIN JOSEPH S JR

(Last) (First) (Middle)

820 PICACHO LANE

(Street)

SANTA BARBARA, CA 93108

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/30/2005

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)

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 Ownership (Instr. 4)
Common Stock	12/30/2005		A	1,134 A	\$ 0 (1) 46,148	D	
Common Stock					3,350	I	by Trust. (2)

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)

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

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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	Amount or Number of Shares
Non-Qualified Stock Option (right to buy-SI000775)	\$ 16.5024					06/30/1998 ⁽³⁾	06/30/2008	Common Stock	22,000
Non-Qualified Stock Option (right to buy-TO000724)	\$ 16.5024					06/30/1998 ⁽³⁾	06/30/2008	Common Stock	4,000
Non-Qualified Stock Option (right to buy-TO000564)	\$ 11.7864					06/30/1999 ⁽³⁾	06/30/2009	Common Stock	9,500
Non-Qualified Stock Option (right to buy-TO000733)	\$ 11.7864					06/30/1999 ⁽³⁾	06/30/2009	Common Stock	1,700
Non-Qualified Stock Option (right to buy-SI001802)	\$ 13.7567					06/30/2000 ⁽³⁾	06/30/2010	Common Stock	22,000
Non-Qualified Stock Option (right to buy-TO000637)	\$ 13.7567					06/30/2000 ⁽³⁾	06/30/2010	Common Stock	4,000
Non-Qualified Stock Option (right to buy-SF002504)	\$ 14.9459					06/29/2001 ⁽³⁾	06/29/2011	Common Stock	22,000
Non-Qualified Stock Option (right to buy-TO000642)	\$ 14.9459					06/29/2001 ⁽³⁾	06/29/2011	Common Stock	4,000
	\$ 20.9186					07/01/2002 ⁽³⁾	07/01/2012		22,000

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Non-Qualified Stock Option (right to buy-DF002167)				Common Stock	
Non-Qualified Stock Option (right to buy-TO000649)	\$ 20.9186		07/01/2002 ⁽³⁾	07/01/2012	Common Stock 4,
Non-Qualified Stock Option (right to buy-DF002877)	\$ 26.5986		06/30/2003 ⁽³⁾	06/30/2013	Common Stock 7,5
Non-Qualified Stock Option (right to buy-TO000778)	\$ 26.5986		06/30/2003 ⁽³⁾	06/30/2013	Common Stock 1,3
Non-Qualified Stock Option (right to buy-DF003665)	\$ 31.5046		06/30/2004 ⁽³⁾	06/30/2014	Common Stock 7,5
Non-Qualified Stock Option (right to buy-TO000788)	\$ 31.5046		06/30/2004 ⁽³⁾	06/30/2014	Common Stock 1,3
Non-Qualified Stock Option (right to buy-DF905919)	\$ 35.24		06/30/2005 ⁽³⁾	06/30/2015	Common Stock 7,5
Deferred Stock Units (DU000043)	\$ 0		06/30/2004 ⁽⁴⁾	06/30/2013	Common Stock 8,
Deferred Stock Units (TU905804)	\$ 0		06/30/2004 ⁽⁴⁾	06/30/2013	Common Stock 1,
Deferred Stock Units (DU000109)	\$ 0		06/30/2005 ⁽⁴⁾	06/30/2014	Common Stock 1,7
Deferred Stock Units (TU905757)	\$ 0		06/30/2005 ⁽⁴⁾	06/30/2014	Common Stock 3
Restricted Stock Units (DF905930)	\$ 0		06/30/2006 ⁽⁴⁾	06/30/2015	Common Stock 2,5

