

NEVARES HECTOR M  
Form 4  
January 08, 2003

**FORM 4**

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

OMB APPROVAL

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**

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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

Filed By  
Romeo and Dye's  
Section 16 Filer  
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| 1. Name and Address of Reporting Person*<br><b>Nevares, Hector M.</b><br>(Last) (First) (Middle) |                                      |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>Dean Foods Company DF</b>           |          |   |            | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director —<br><input type="checkbox"/> 10% Owner —<br><input type="checkbox"/> Officer (give title below) —<br><input type="checkbox"/> Other (specify below) |   |  |                                   |
|--|--------------------------------------|--|---|----------|---|------------|--|---|--|-----------------------------------|
| <b>Bolivia 33 -- Suite 303</b>   |                                      |  | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)         |          |   |            | 4. Statement for Month/Day/Year<br><b>01/06/03</b>   |   |  |                                   |
| (Street)<br><b>Hato Rey, PR 00917</b>  |                                      |  |   |          |   |            | 5. If Amendment, Date of Original (Month/Day/Year)   |   |  |                                   |
| (City) (State) (Zip)   |                                      |  | <b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |          |   |            |  |   |  |                                   |
| 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 & 5) |            |  | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|  |                                      |  | Code  | V        | Amount  | (A) or (D) | Price  |   |  |                                   |
| <b>Common Stock</b>  | <b>01/06/03</b>                      |  | <b>A</b>  | <b>V</b> | <b>225</b>  | <b>A</b>   | <b>0<sup>(1)</sup></b>   | <b>401,795</b>  | <b>D</b>   |                                   |

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

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

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**FORM 4 (continued) 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) | 10. Ownership Form of Derivative Security: Direct | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|---|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|---|--|

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|                            |           |  |  | of (D)            |      |   | Date Exer-cisable       | Expira-tion Date | Title        | Amount or Number of Shares | (Instr. 4) | (D) or Indirect (I) (Instr. 4) |
|----------------------------|-----------|--|--|-------------------|------|---|-------------------------|------------------|--------------|----------------------------|------------|--------------------------------|
|                            |           |  |  | (Instr. 3, 4 & 5) | Code | V |                         |                  |              |                            |            |                                |
| Non-Qualified Stock Option | \$20.9375 |  |  |                   |      |   | 06/30/99                | 06/30/09         | Common Stock | 15,000                     | 15,000     | D                              |
| Non-Qualified Stock Option | \$24.4375 |  |  |                   |      |   | 06/30/00                | 06/30/10         | Common Stock | 15,000                     | 15,000     | D                              |
| Non-Qualified Stock Option | \$26.5500 |  |  |                   |      |   | 06/29/01                | 06/29/11         | Common Stock | 15,000                     | 15,000     | D                              |
| Non-Qualified Stock Option | \$29.3150 |  |  |                   |      |   | 06/30/98                | 06/30/08         | Common Stock | 15,000                     | 15,000     | D                              |
| Non-Qualified Stock Option | \$37.1600 |  |  |                   |      |   | 07/01/02                | 07/01/12         | Common Stock | 15,000                     | 15,000     | D                              |
| Non-Qualified Stock Option | \$5.2550  |  |  |                   |      |   | 11/26/97                | 04/05/05         | Common Stock | 69,000                     | 69,000     | D                              |
| Non-Qualified Stock Option | \$6.1600  |  |  |                   |      |   | 11/26/97                | 05/13/07         | Common Stock | 10,350                     | 10,350     | D                              |
| Non-Qualified Stock Option | \$14.6250 |  |  |                   |      |   | 11/26/97 <sup>(2)</sup> | 05/13/07         | Common Stock | 120,000                    | 120,000    | D                              |

Explanation of Responses:

(1) These are restricted shares issued under Dean's 1997 Stock Option and Restricted Stock Plan in payment of fees owed for services as an independent director. All such shares are subject to a 3-year vesting period, with the first vesting occurring as of the date the shares were earned.

(2) All the options listed on this Table II were granted under the Issuer's Amended and Restated Stock Option and Restricted Stock Plan, and are fully vested and immediately exercisable.

By: /s/ **Hector M. Nevares**

**01/08/03**

Date

\*\*Signature of Reporting Person

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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