DEAN FOODS CO/ Form 4 October 03, 2006

FORM 4

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

OMB APPROVAL

Number: 3235-0287

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading HARDIN JOSEPH S JR Issuer Symbol DEAN FOODS CO/[DF] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Officer (give title Other (specify 820 PICACHO LANE 09/29/2006 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SANTA BARBARA, CA 93108 Person

(City)	(State) (Z	Zip) Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, any (Month/Day/Ye		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)))	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock	09/29/2006		A	1,559 (1)	A	\$0	53,473	D	
Common Stock							3,350	I	by Trust.

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

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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. Transactic Code (Instr. 8)	5. DriNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year			7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of S	
Non-Qualified Stock Option (right to buy-SI000775)	\$ 16.5024					06/30/1998(3)	06/30/2008	Common Stock	22,	
Non-Qualified Stock Option (right to buy-TO000724)	\$ 16.5024					06/30/1998(3)	06/30/2008	Common Stock	4,1	
Non-Qualified Stock Option (right to buy-TO000564)	\$ 11.7864					06/30/1999 <u>(3)</u>	06/30/2009	Common Stock	9,5	
Non-Qualified Stock Option (right to buy-TO000733)	\$ 11.7864					06/30/1999(3)	06/30/2009	Common Stock	1,7	
Non-Qualified Stock Option (right to buy-SI001802)	\$ 13.7567					06/30/2000(3)	06/30/2010	Common Stock	22,	
Non-Qualified Stock Option (right to buy-TO000637)	\$ 13.7567					06/30/2000(3)	06/30/2010	Common Stock	4,1	
Non-Qualified Stock Option (right to buy-SF002504)	\$ 14.9459					06/29/2001(3)	06/29/2011	Common Stock	22,	
Non-Qualified Stock Option (right to buy-TO000642)	\$ 14.9459					06/29/2001(3)	06/29/2011	Common Stock	4,1	
,	\$ 20.9186					07/01/2002(3)	07/01/2012		22,	

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Non-Qualified Stock Option (right to				Common Stock	
buy-DF002167) Non-Qualified Stock Option (right to buy-TO000649)	\$ 20.9186	07/01/2002(3)	07/01/2012	Common Stock	4,1
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
Non-Qualified Stock Option (right to buy-DF005292)	\$ 37.19	06/30/2006(3)	06/30/2016	Common Stock	7,5
Deferred Stock Units (DU000109)	\$ 0	06/30/2005(4)	06/30/2014	Common Stock	8.
Deferred Stock Units (TU905757)	\$ 0	06/30/2005(4)	06/30/2014	Common Stock	1:
Restricted Stock Units (DF905930)	\$ 0	06/30/2006(4)	06/30/2015	Common Stock	1,7
Restricted Stock Units (DF003818)	\$ 0	06/30/2007(4)	06/30/2016	Common Stock	2,5

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HARDIN JOSEPH S JR 820 PICACHO LANE X SANTA BARBARA, CA 93108

Signatures

Joseph S. Hardin, Jr. 10/03/2006

**Signature of Reporting Person

Explanation of Responses:

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

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- These are restricted shares issued under the Issuer's 1997 Stock Option and Restricted Stock Plan in payment of fees owed for services as (1) an independent director. All such shares are subject to vesting in three increments, with the first vesting occurring as of the date the shares were issued.
- (2) The reporting person is the trustee and disclaims all beneficial interest except to the extent of his pecuniary interest in the trust, if any. The reporting person's sister and her children are the beneficiaries of the trust.
- (3) The options were granted automatically under the Issuer's 1997 Amended and Restated Stock Option and Restricted Stock Plan, and are fully vested and immediately exercisable upon grant.
- The reporting person has received an award of Restricted Stock Units ("RSUs") which is a right to receive shares of common stock of the (4) Issuer in the future, subject to the terms and conditions of the RSU Award Agreement. The RSUs vest annually, on a prorata basis, over a three year period beginning on the first anniversary date of the grant.

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.

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