

DEAN FOODS CO/
Form 4
January 21, 2005

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 *
FROMBERG BARRY A

(Last) (First) (Middle)
2515 MCKINNEY AVENUE, LB
30, 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)
01/19/2005

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)
Executive Vice President

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	01/19/2005		S ⁽¹⁾	2,000 D	\$ 34.12	33,742.725	D
Common Stock	01/19/2005		S ⁽¹⁾	4,900 D	\$ 34	28,842.725	D

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

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(9-02)

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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
Stock Units <u>(2)</u>	\$ 0					01/07/2004	01/07/2013	Common Stock	20,700
Stock Units <u>(2)</u>	\$ 0					01/13/2005	01/13/2014	Common Stock	12,800
Stock Units <u>(2)</u>	\$ 0					01/10/2006	01/10/2015	Common Stock	20,500
Incentive Stock Option (right to buy) <u>(3)</u>	\$ 20.35					01/14/2003	01/14/2012	Common Stock	4,914
Incentive Stock Option (right to buy) <u>(3)</u>	\$ 24.7933					01/06/2004	01/06/2013	Common Stock	4,032
Incentive Stock Option (right to buy) <u>(3)</u>	\$ 31.17					01/13/2005	01/13/2014	Common Stock	3,209
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 16.3333					08/28/1999	08/28/2008	Common Stock	87,782
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 14.375					01/22/2001	01/22/2011	Common Stock	45
Non-Qualified Stock Option (right to buy) <u>(3)</u>	\$ 20.35					01/14/2003	01/14/2012	Common Stock	115,080
	\$ 20.35					01/14/2003	01/14/2012		75,000

