

DEAN FOODS CO/
Form 4
November 08, 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)
11/04/2005

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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/04/2005		M		31,500 A \$ 0	D	
Common Stock	11/04/2005		S		2,000 D \$ 37.15	D	
Common Stock	11/04/2005		S		3,500 D \$ 37.2	D	
Common Stock	11/04/2005		S		1,000 D \$ 37.21	D	
Common Stock	11/04/2005		S		3,500 D \$ 37.23	D	

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Common Stock	11/04/2005	S	4,000	D	\$ 37.25	50,588.001	D
Common Stock	11/04/2005	S	9,500	D	\$ 37.3	41,088.001	D
Common Stock	11/04/2005	S	3,000	D	\$ 37.33	38,088.001	D
Common Stock	11/04/2005	S	5,000	D	\$ 37.35	33,088.001	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.

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(9-02)

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Num Sha
Deferred Stock Units (DU000093) ⁽¹⁾	\$ 0					01/13/2005	01/13/2014	Common Stock	12
Deferred Stock Units (TU905827) ⁽¹⁾	\$ 0					01/13/2005	01/13/2014	Common Stock	2
Restricted Stock Units (DF902033) ⁽¹⁾	\$ 0					01/07/2006	01/07/2015	Common Stock	20
Restricted Stock Units (TU905726) ⁽¹⁾	\$ 0					01/07/2006	01/07/2015	Common Stock	3
Incentive Stock Option (right to buy - DF002195) ⁽²⁾	\$ 20.9355					01/06/2004	01/06/2013	Common Stock	4
	\$ 20.9355					01/06/2004	01/06/2013		

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Incentive Stock Option (right to buy - T0001047) <u>(2)</u>				Common Stock	
Incentive Stock Option (right to buy - DF003306) <u>(2)</u>	\$ 26.3199		01/13/2005 01/13/2014	Common Stock	1
Incentive Stock Option (right to buy - T0001768) <u>(2)</u>	\$ 26.3199		01/13/2005 01/13/2014	Common Stock	
Incentive Stock Option (right to buy - DF902167) <u>(2)</u>	\$ 26.8941		01/07/2006 01/07/2015	Common Stock	5
Incentive Stock Option (right to buy - T0001365) <u>(2)</u>	\$ 26.8941		01/07/2006 01/07/2015	Common Stock	
Non-Qualified Stock Option (right to buy - T0000579) <u>(2)</u>	\$ 13.7918		07/31/1999 07/31/2008	Common Stock	3
Non-Qualified Stock Option (right to buy - T0000608) <u>(2)</u>	\$ 13.7918		07/31/1999 07/31/2008	Common Stock	1
Non-Qualified Stock Option (right to buy - T0000499) <u>(2)</u>	\$ 12.1383		01/22/2002 01/22/2011	Common Stock	
Non-Qualified Stock Option (right to buy - T0003349) <u>(2)</u>	\$ 12.1383		01/22/2002 01/22/2011	Common Stock	
Non-Qualified Stock Option (right to buy - DF001523) <u>(2)</u>	\$ 17.1835		01/14/2003 01/14/2012	Common Stock	11
Non-Qualified Stock Option (right to buy - T0000623) <u>(2)</u>	\$ 17.1835		01/14/2003 01/14/2012	Common Stock	2
	\$ 17.1835		01/14/2003 01/14/2012		73

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Non-Qualified Stock Option (right to buy - DF001332) ⁽²⁾									Common Stock
Non-Qualified Stock Option (right to buy - T0000613) ⁽²⁾	\$ 17.1835					01/14/2003	01/14/2012		Common Stock
Non-Qualified Stock Option (right to buy - DF002196) ⁽²⁾	\$ 20.9355	11/04/2005	M	153		01/06/2004	01/06/2013		Common Stock
Non-Qualified Stock Option (right to buy - T0000609) ⁽²⁾	\$ 20.9355	11/04/2005	M	11,609		01/06/2004	01/06/2013		Common Stock
Non-Qualified Stock Option (right to buy - DF003307) ⁽²⁾	\$ 26.3199	11/04/2005	M	15,597		01/13/2005	01/13/2014		Common Stock
Non-Qualified Stock Option (right to buy - TU000197) ⁽²⁾	\$ 26.3199	11/04/2005	M	1,070		01/13/2005	01/13/2014		Common Stock
Non-Qualified Stock Option (right to buy - T0000695) ⁽²⁾	\$ 26.3199	11/04/2005	M	2,874		01/13/2005	01/13/2014		Common Stock
Non-Qualified Stock Option (right to buy - TU000198) ⁽²⁾	\$ 26.3199	11/04/2005	M	197		01/13/2005	01/13/2014		Common Stock
Non-Qualified Stock Option (right to buy - DF902168) ⁽²⁾	\$ 26.8941					01/07/2006	01/07/2015		Common Stock
Non-Qualified Stock Option (right to buy - T0000699) ⁽²⁾	\$ 26.8941					01/07/2006	01/07/2015		Common Stock
Non-Qualified Stock Option (right to buy - TU000199) ⁽²⁾	\$ 26.8941					01/07/2006	01/07/2015		Common Stock

