

DEAN FOODS CO/
Form 4
January 10, 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 *
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)
01/06/2006

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/06/2006		M		35,000	A	\$ 0
Common Stock	01/06/2006 ⁽¹⁾		S		35,000	D	\$ 38
Common Stock	01/07/2006		M		3,420 ⁽²⁾	A	\$ 0

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

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number.

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)	Am or Nur of S	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Nur of S
Deferred Stock Units (DU000093) ⁽³⁾	\$ 0					01/13/2005	01/13/2014	Common Stock	12
Deferred Stock Units (TU905827) ⁽³⁾	\$ 0					01/13/2005	01/13/2014	Common Stock	2,
Restricted Stock Units (DF902033) ⁽³⁾	\$ 0	01/07/2006		M	4,100 ⁽²⁾	01/07/2006	01/07/2015	Common Stock	4,
Restricted Stock Units (TU905726) ⁽³⁾	\$ 0	01/07/2006		M	756 ⁽²⁾	01/07/2006	01/07/2015	Common Stock	75
Incentive Stock Option (right to buy - DF002195) ⁽⁴⁾	\$ 20.9355					01/06/2004	01/06/2013	Common Stock	4,
Incentive Stock Option (right to buy - T0001047) ⁽⁴⁾	\$ 20.9355					01/06/2004	01/06/2013	Common Stock	7
Incentive Stock Option (right to buy - DF003306) ⁽⁴⁾	\$ 26.3199					01/13/2005	01/13/2014	Common Stock	1,
Incentive Stock Option (right to buy - T0001768) ⁽⁴⁾	\$ 26.3199					01/13/2005	01/13/2014	Common Stock	1
Incentive Stock Option	\$ 26.8941					01/07/2006	01/07/2015	Common Stock	5,

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(right to buy - DF902167) ⁽⁴⁾										
Incentive Stock Option (right to buy - T0001365) ⁽⁴⁾	\$ 26.8941					01/07/2006	01/07/2015	Common Stock	6	
Non-Qualified Stock Option (right to buy - T0000579) ⁽⁴⁾	\$ 13.7918					07/31/1999	07/31/2008	Common Stock	3,	
Non-Qualified Stock Option (right to buy - T0000608) ⁽⁴⁾	\$ 13.7918					07/31/1999	07/31/2008	Common Stock	11	
Non-Qualified Stock Option (right to buy - T0000499) ⁽⁴⁾	\$ 12.1383					01/22/2002	01/22/2011	Common Stock	.	
Non-Qualified Stock Option (right to buy - T0003349) ⁽⁴⁾	\$ 12.1383					01/22/2002	01/22/2011	Common Stock		
Non-Qualified Stock Option (right to buy - DF001523) ⁽⁴⁾	\$ 17.1835	01/06/2006		M	35,000	01/14/2003	01/14/2012	Common Stock	35	
Non-Qualified Stock Option (right to buy - DF001332) ⁽⁴⁾	\$ 17.1835					01/14/2003	01/14/2012	Common Stock	75	
Non-Qualified Stock Option (right to buy - DF002196) ⁽⁴⁾	\$ 20.9355					01/06/2004	01/06/2013	Common Stock	27	
Non-Qualified Stock Option (right to buy - T0000609) ⁽⁴⁾	\$ 20.9355					01/06/2004	01/06/2013	Common Stock	16	
Non-Qualified Stock Option (right to buy - DF003307) ⁽⁴⁾	\$ 26.3199					01/13/2005	01/13/2014	Common Stock	46	
Non-Qualified Stock Option (right to buy -	\$ 26.3199					01/13/2005	01/13/2014	Common Stock	2,	

TU000197) ⁽⁴⁾					
Non-Qualified Stock Option (right to buy - T0000695) ⁽⁴⁾	\$ 26.3199	01/13/2005	01/13/2014	Common Stock	8,
Non-Qualified Stock Option (right to buy - TU000198) ⁽⁴⁾	\$ 26.3199	01/13/2005	01/13/2014	Common Stock	3
Non-Qualified Stock Option (right to buy - DF902168) ⁽⁴⁾	\$ 26.8941	01/07/2006	01/07/2015	Common Stock	50
Non-Qualified Stock Option (right to buy - T0000699) ⁽⁴⁾	\$ 26.8941	01/07/2006	01/07/2015	Common Stock	9,
Non-Qualified Stock Option (right to buy - TU000199) ⁽⁴⁾	\$ 26.8941	01/07/2006	01/07/2015	Common Stock	3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FROMBERG BARRY A 2515 MCKINNEY AVENUE, LB 30, SUITE 1200 DALLAS, TX 75201			Executive Vice President	

Signatures

Barry A.
Fromberg 01/10/2006

__Signature of
Reporting Person

Date

Explanation of Responses:

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

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Sales are pursuant to a 10b5-1 Sales Plan dated November 7, 2005, between reporting person and Bear Stearns & Co., Inc., acting as agent, to permit the orderly disposition of a portion of the reporting person's holdings of the Issuer's common stock, par value \$01 per share.

(1) The reporting person was entitled to receive a total of 4,856 shares of common stock of the Issuer pursuant to the vesting provisions in the 2005 Award of Deferred Stock Units ("DSUs"). A portion of these shares (1,436) were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of 3,420 net shares of common stock.

(3)

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A Stock Unit, which is issued under the Company's 1989 Stock Awards Plan, is a right to receive one share of Common Stock of the Issuer in the future, subject to the terms and conditions of the award agreement. The units vest annually, on a prorata basis, over a five-year period beginning on the first anniversary date of grant, subject to certain accelerated vesting provisions.

- (4) The shares of common stock subject to the Option vest ratably in three equal increments commencing on the first anniversary of the grant date.

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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