

GOOLSBY MICHELLE P
Form 4
August 12, 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 *
GOOLSBY MICHELLE P

2. Issuer Name and Ticker or Trading Symbol
DEAN FOODS CO/ [DF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2515 MCKINNEY AVENUE,
SUITE 1200

3. Date of Earliest Transaction
(Month/Day/Year)
08/11/2005

___ Director ___ 10% Owner
 Officer (give title below) Other (specify below)
Exec VP, Chief Admin Officer, / General Counsel and Secretary

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

DALLAS, TX 75201

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	08/11/2005		M		17,015	A	\$ 12.1383	31,784.818	D	
Common Stock	08/11/2005		M		35,002	A	\$ 10.5374	66,786.818	D	
Common Stock	08/11/2005		M		6,450	A	\$ 10.5374	73,236.818	D	
Common Stock	08/11/2005		M		1,533	A	\$ 12.1383	74,769.818	D	
Common Stock	08/11/2005		S		18,000	D	\$ 35	56,769.818	D	

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Common Stock	08/11/2005	S	1,800	D	\$ 35.07	54,969.818	D
Common Stock	08/11/2005	S	3,700	D	\$ 35.08	51,269.818	D
Common Stock	08/11/2005	S	6,300	D	\$ 35.09	44,969.818	D
Common Stock	08/11/2005	S	2,200	D	\$ 35.1	42,769.818	D
Common Stock	08/11/2005	S	200	D	\$ 35.11	42,569.818	D
Common Stock	08/11/2005	S	1,800	D	\$ 35.12	40,769.818	D
Common Stock	08/11/2005	S	4,400	D	\$ 35.13	36,369.818	D
Common Stock	08/11/2005	S	3,900	D	\$ 35.14	32,469.818	D
Common Stock	08/11/2005	S	1,300	D	\$ 35.15	31,169.818	D
Common Stock	08/11/2005	S	900	D	\$ 35.16	30,269.818	D
Common Stock	08/11/2005	S	900	D	\$ 35.17	29,369.818	D
Common Stock	08/11/2005	S	300	D	\$ 35.18	29,069.818	D
Common Stock	08/11/2005	S	2,700	D	\$ 35.2	26,369.818	D
Common Stock	08/11/2005	S	1,100	D	\$ 35.21	25,269.818	D
Common Stock	08/11/2005	S	500	D	\$ 35.22	24,769.818	D
Common Stock	08/11/2005	S	2,800	D	\$ 35.3	21,969.818	D
Common Stock	08/11/2005	S	2,600	D	\$ 35.31	19,369.818	D
Common Stock	08/11/2005	S	100	D	\$ 35.32	19,269.818	D
Common Stock	08/11/2005	S	4,500	D	\$ 35.37	14,769.818	D

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

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Num Sha
Deferred Stock Units <u>(1)</u>	\$ 0					01/13/2005	01/13/2014	Common Stock	10
Deferred Stock Units <u>(1)</u>	\$ 0					01/13/2005	01/13/2014	Common Stock	2
Restricted Stock Units <u>(1)</u>	\$ 0					01/10/2006	01/10/2015	Common Stock	20
Restricted Stock Units <u>(1)</u>	\$ 0					01/10/2006	01/10/2015	Common Stock	3
Incentive Stock Option (right to buy) <u>(2)</u>	\$ 12.1383					01/22/2002	01/22/2011	Common Stock	
Incentive Stock Option (right to buy) <u>(2)</u>	\$ 12.1383					01/22/2002	01/22/2011	Common Stock	
Incentive Stock Option (right to buy) <u>(2)</u>	\$ 20.9355					01/06/2004	01/06/2013	Common Stock	4
Incentive Stock Option (right to buy) <u>(2)</u>	\$ 20.9355					01/06/2004	01/06/2013	Common Stock	
Incentive Stock Option (right to buy) <u>(2)</u>	\$ 26.3199					01/13/2005	01/13/2014	Common Stock	3
Incentive Stock Option	\$ 26.3199					01/13/2005	01/13/2014	Common Stock	

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(right to buy) <u>(2)</u>										
Incentive Stock Option (right to buy) <u>(2)</u>	\$ 26.8941					01/07/2006	01/07/2015	Common Stock	5	
Incentive Stock Option (right to buy) <u>(2)</u>	\$ 26.8941					01/07/2006	01/07/2015	Common Stock		
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 13.7918					08/28/1999	08/28/2008	Common Stock	75	
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 13.7918					08/28/1999	08/28/2008	Common Stock	13	
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 10.5374	08/11/2005		M	35,002	01/04/2001	01/04/2010	Common Stock	33	
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 10.5374	08/11/2005		M	6,450	01/04/2001	01/04/2010	Common Stock	6	
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 12.1383	08/11/2005		M	1,533	01/22/2002	01/22/2011	Common Stock	1	
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 12.1383	08/11/2005		M	17,015	01/22/2002	01/22/2011	Common Stock	17	
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 17.1835					01/14/2003	01/14/2012	Common Stock	11	
Non-Qualified Stock Option (right to buy) <u>(2)</u>	\$ 17.1835					01/14/2003	01/14/2012	Common Stock	2	
Non-Qualified Stock Option (right to buy)	\$ 17.1835					01/14/2003	01/14/2012	Common Stock	75	

(2)

Non-Qualified Stock Option (right to buy) \$ 17.1835 01/14/2003 01/14/2012 Common Stock 13

(2)

Non-Qualified Stock Option (right to buy) \$ 20.9355 01/06/2004 01/06/2013 Common Stock 90

(2)

Non-Qualified Stock Option (right to buy) \$ 20.9355 01/06/2004 01/06/2013 Common Stock 5

(2)

Non-Qualified Stock Option (right to buy) \$ 26.3199 01/13/2005 01/13/2014 Common Stock 50

(2)

Non-Qualified Stock Option (right to buy) \$ 26.3199 01/13/2005 01/13/2014 Common Stock 6

(2)

Non-Qualified Stock Option (right to buy) \$ 26.8941 01/07/2006 01/07/2015 Common Stock 50

(2)

Non-Qualified Stock Option (right to buy) \$ 26.8941 01/07/2006 01/07/2015 Common Stock 9

(2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOOLSBY MICHELLE P 2515 MCKINNEY AVENUE, SUITE 1200 DALLAS, TX 75201			Exec VP, Chief Admin Officer,	General Counsel and Secretary

Signatures

Michelle P. 08/12/2005
Goolsby

**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).
- (1) Shares purchased through Issuer's Employee Stock Purchase Plan.
- (2) The shares of common stock subject to the Option vest ratably in three equal increments commencing on the first anniversary of the grant date.

Remarks:

This Amended Form 4 is being filed to correctly reflect the Date of the Earliest Transaction Required to be Reported as 08/09/

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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