

GOOLSBY MICHELLE P
Form 4
November 09, 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)
11/07/2005

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

(Street)
DALLAS, TX 75201

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

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)
			Code	V Amount (A) or (D) Price			
Common Stock	08/31/2005		J	V <u>63.696</u> (1) A \$ 31.399	14,833.514	D	
Common Stock	09/30/2005		J	V <u>60.549</u> (1) A \$ 33.031	14,894.063	D	
Common Stock	11/07/2005		M	8,571 A \$ 12.1383	23,465.063	D	
Common Stock	11/07/2005		S	1,000 D \$ 37.461	22,465.063	D	
Common Stock	11/07/2005		S	5,571 D \$ 37.5	16,894.063	D	

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Common Stock 11/07/2005 S 2,000 D \$ 37.601 14,894.063 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 Amount Number of Shares
Deferred Stock Units (DU000094) ⁽²⁾	\$ 0					01/13/2005 01/13/2014	Common Stock 16
Deferred Stock Units (TU905830) ⁽²⁾	\$ 0					01/13/2005 01/13/2014	Common Stock 2
Restricted Stock Units (DF902049) ⁽²⁾	\$ 0					01/07/2006 01/07/2015	Common Stock 20
Restricted Stock Units (TU905728) ⁽²⁾	\$ 0					01/07/2006 01/07/2015	Common Stock 3
Incentive Stock Option (right to buy - T0000503) ⁽³⁾	\$ 12.1383	11/07/2005		M	2	01/22/2002 01/22/2011	Common Stock 2
Incentive Stock Option (right to buy - T0003356) ⁽³⁾	\$ 12.1383	11/07/2005		M	12	01/22/2002 01/22/2011	Common Stock
Incentive Stock Option (right to buy - DF002193) ⁽³⁾	\$ 20.9355					01/06/2004 01/06/2013	Common Stock 4

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Incentive Stock Option (right to buy - T0001053) ⁽³⁾	\$ 20.9355					01/06/2004	01/06/2013	Common Stock	7
Incentive Stock Option (right to buy - DF003308) ⁽³⁾	\$ 26.3199					01/13/2005	01/13/2014	Common Stock	1
Incentive Stock Option (right to buy - T0001773) ⁽³⁾	\$ 26.3199					01/13/2005	01/13/2014	Common Stock	1
Incentive Stock Option (right to buy - DF902436) ⁽³⁾	\$ 26.8941					01/07/2006	01/07/2015	Common Stock	5
Incentive Stock Option (right to buy - T0001371) ⁽³⁾	\$ 26.8941					01/07/2006	01/07/2015	Common Stock	6
Non-Qualified Stock Option (right to buy - SF000676) ⁽³⁾	\$ 13.7918					07/31/1999	07/31/2008	Common Stock	75
Non-Qualified Stock Option (right to buy - T0000612) ⁽³⁾	\$ 13.7918					07/31/1999	07/31/2008	Common Stock	13
Non-Qualified Stock Option (right to buy - SF002265) ⁽³⁾	\$ 12.1383	11/07/2005		M	8,493	01/22/2002	01/22/2011	Common Stock	8
Non-Qualified Stock Option (right to buy - T0000208) ⁽³⁾	\$ 12.1383	11/07/2005		M	64	01/22/2002	01/22/2011	Common Stock	6
Non-Qualified Stock Option (right to buy - DF001537) ⁽³⁾	\$ 17.1835					01/14/2003	01/14/2012	Common Stock	11
Non-Qualified Stock Option (right to buy - T0000625) ⁽³⁾	\$ 17.1835					01/14/2003	01/14/2012	Common Stock	21
	\$ 17.1835					01/14/2003	01/14/2012		75

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Non-Qualified Stock Option (right to buy - DF001337) ⁽³⁾				Common Stock	
Non-Qualified Stock Option (right to buy - T0000615) ⁽³⁾	\$ 17.1835		01/14/2003 01/14/2012	Common Stock	13
Non-Qualified Stock Option (right to buy - DF002194) ⁽³⁾	\$ 20.9355		01/06/2004 01/06/2013	Common Stock	90
Non-Qualified Stock Option (right to buy - T0000610) ⁽³⁾	\$ 20.9355		01/06/2004 01/06/2013	Common Stock	16
Non-Qualified Stock Option (right to buy - DF003309) ⁽³⁾	\$ 26.3199		01/13/2005 01/13/2014	Common Stock	56
Non-Qualified Stock Option (right to buy - T0000708) ⁽³⁾	\$ 26.3199		01/13/2005 01/13/2014	Common Stock	10
Non-Qualified Stock Option (right to buy - TU000209) ⁽³⁾	\$ 26.3199		01/13/2005 01/13/2014	Common Stock	3
Non-Qualified Stock Option (right to buy - TU000206) ⁽³⁾	\$ 26.3199		01/13/2005 01/13/2014	Common Stock	2
Non-Qualified Stock Option (right to buy - DF902437) ⁽³⁾	\$ 26.8941		01/07/2006 01/07/2015	Common Stock	50
Non-Qualified Stock Option (right to buy - T0000700) ⁽³⁾	\$ 26.8941		01/07/2006 01/07/2015	Common Stock	9
Non-Qualified Stock Option (right to buy - TU000207) ⁽³⁾	\$ 26.8941		01/07/2006 01/07/2015	Common Stock	3

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.
Goolsby

11/09/2005

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.
A Deferred 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.
- (3) The shares of common stock subject to the Option vest ratably in three equal increments commencing on the first anniversary of the grant date.
In order to comply with the IRS guidelines which stipulate that the aggregate fair market value of incentive stock option grants (valued as of the grant date) exercisable for the first time during any calendar cannot exceed \$100,000, a correction was made, whereby there was a replacement of some of the incentive stock options with non-qualified options, which contain the same exercise price and vesting terms.
- (4)

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. 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.