

DEAN FOODS CO/  
Form 4  
August 09, 2005

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**HARDIN JOSEPH S JR**

(Last) (First) (Middle)

820 PICACHO LANE

(Street)

SANTA BARBARA, CA 93108

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**08/05/2005**

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)

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	(A) or (D)	Price			
Common Stock	06/30/2005		M	V	157 <sup>(1)</sup>	A	\$ 0	43,602	D	
Common Stock	06/30/2005		M	V	157 <sup>(2)</sup>	A	\$ 0	43,759	D	
Common Stock	08/05/2005		P		250	A	\$ 35.42	250	I	by Trust. The reporting person is the trustee, and his sister is the trust beneficiary.

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Common Stock 2,100 I by Trust

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 or Number of S
Non-Qualified Stock Option (right to buy)	\$ 16.5024 (3)					06/30/1998(4) 06/30/2008	Common Stock 22,
Non-Qualified Stock Option (right to buy)	\$ 16.5024 (3)					06/30/1998(4) 06/30/2008	Common Stock 4,
Non-Qualified Stock Option (right to buy)	\$ 11.7864 (3)					06/30/1999(4) 06/30/2009	Common Stock 9,
Non-Qualified Stock Option (right to buy)	\$ 11.7864 (3)					06/30/1999(4) 06/30/2009	Common Stock 1,
Non-Qualified Stock Option (right to buy)	\$ 13.7567 (3)					06/30/2000(4) 06/30/2010	Common Stock 22,
Non-Qualified Stock Option (right to buy)	\$ 13.7567 (3)					06/30/2000(4) 06/30/2010	Common Stock 4,
Non-Qualified Stock Option (right to buy)	\$ 14.9459 (3)					06/29/2001(4) 06/29/2011	Common Stock 22,
						06/29/2001(4) 06/29/2011	4,

Non-Qualified Stock Option (right to buy)	\$ 14.9459 <u>(3)</u>								Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 20.9186 <u>(3)</u>				07/01/2002 <sup>(4)</sup>	07/01/2012			Common Stock	22,
Non-Qualified Stock Option (right to buy)	\$ 20.9186 <u>(3)</u>				07/01/2002 <sup>(4)</sup>	07/01/2012			Common Stock	4,
Non-Qualified Stock Option (right to buy)	\$ 26.5986 <u>(3)</u>				06/30/2003 <sup>(4)</sup>	06/30/2013			Common Stock	7,
Non-Qualified Stock Option (right to buy)	\$ 26.5986 <u>(3)</u>				06/30/2003 <sup>(4)</sup>	06/30/2013			Common Stock	1,
Non-Qualified Stock Option (right to buy)	\$ 31.5046 <u>(3)</u>				06/30/2004 <sup>(4)</sup>	06/30/2014			Common Stock	7,
Non-Qualified Stock Option (right to buy)	\$ 31.5046 <u>(3)</u>				06/30/2004 <sup>(4)</sup>	06/30/2014			Common Stock	1,
Non-Qualified Stock Option (right to buy)	\$ 35.24				06/30/2005 <sup>(4)</sup>	06/30/2015			Common Stock	7,
Deferred Stock Units	\$ 0				06/30/2004 <sup>(5)</sup>	06/30/2013			Common Stock	8
Deferred Stock Units	\$ 0	06/30/2005		M V	157	06/30/2004 <sup>(5)</sup>	06/30/2013		Common Stock	15
Deferred Stock Units	\$ 0					06/30/2005 <sup>(5)</sup>	06/30/2014		Common Stock	1,
Deferred Stock Units	\$ 0	06/30/2005		M V	157	06/30/2005 <sup>(5)</sup>	06/30/2014		Common Stock	15
Restricted Stock Units	\$ 0					06/30/2006 <sup>(6)</sup>	06/30/2015		Common Stock	2,

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARDIN JOSEPH S JR 820 PICACHO LANE SANTA BARBARA, CA 93108			X	

## Signatures

Joseph S.  
Hardin, Jr.

07/09/2005

\_\_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) Represents shares of common stock of the Issuer vested on the second annual vesting date of a 06/30/2003 award of Deferred Stock Units ("DSUs"). Due to the spin-off of the Issuer's Specialty Foods Division on June 27, 2005, the reporting person's number of DSUs has been adjusted to restore the post-spin value of the award to the pre-spin value of the award.

(2) Represents shares of common stock of the Issuer vested on the first annual vesting date of a 06/30/2004 award of Deferred Stock Units ("DSUs"). Due to the spin-off of the Issuer's Specialty Foods Division on June 27, 2005, the reporting person's number of DSUs has been adjusted to restore the post-spin value of the award to the pre-spin value of the award.

(3) Due to the spin-off of the Issuer's Specialty Foods Division on June 27, 2005, the option price has been adjusted to reflect the post-spin value of the option, and the reporting person has received additional options so the post-spin value of the option award is the same as the pre-spin value of the option award.

(4) The options were granted automatically under the Issuer's 1997 Amended and Restated Stock Option and Restricted Stock Plan, and are fully vested and immediately exercisable upon grant.

(5) The reporting person has received an award of Deferred Stock Units ("DSUs") which is a right to receive shares of common stock of the Issuer in the future, subject to the terms and conditions of the DSU Award Agreement. The DSUs vest annually, on a prorata basis, over a three year period beginning on the first anniversary date of the grant.

(6) The reporting person has received an award of Restricted Stock Units ("RSUs") which is a right to receive shares of common stock of the Issuer in the future, subject to the terms and conditions of the RSU Award Agreement. The RSUs vest annually, on a prorata basis, over a three year period beginning on the first anniversary date of the grant.

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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