

DEAN FOODS CO/
Form 4
July 11, 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 *
SCHENKEL PETE

(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)

07/07/2005

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)

President, Dean Dairy Group

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 | (D) | Price |
| Common Stock | 07/07/2005 | | M ⁽¹⁾ | | 39,717 | A | \$ 0 |
| | | | | | 169,009.07 | 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)

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| 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 |
| Stock Units ⁽²⁾ | \$ 0 | 07/07/2005 | | M | 54,000 | 01/07/2004 | 01/07/2013 | Common Stock | 54 |
| Stock Units ⁽²⁾ | \$ 0 | | | | | 01/13/2005 | 01/13/2014 | Common Stock | 29 |
| Stock Units ⁽²⁾ | \$ 0 | | | | | 01/10/2006 | 01/10/2015 | Common Stock | 20 |
| Incentive Stock Option (right to buy) ⁽³⁾ | \$ 24.7933 | | | | | 01/06/2004 | 01/06/2013 | Common Stock | 4 |
| Incentive Stock Option (right to buy) ⁽³⁾ | \$ 31.17 | | | | | 01/13/2005 | 01/13/2004 | Common Stock | 2 |
| Non-Qualified Stock Option (right to buy) ⁽³⁾ | \$ 12.4792 | | | | | 01/04/2001 | 01/04/2010 | Common Stock | 99 |
| Non-Qualified Stock Option (right to buy) ⁽³⁾ | \$ 14.375 | | | | | 01/22/2002 | 01/22/2011 | Common Stock | 29 |
| Non-Qualified Stock Option (right to buy) ⁽³⁾ | \$ 20.35 | | | | | 01/14/2003 | 01/14/2012 | Common Stock | 29 |
| Non-Qualified Stock Option (right to buy) ⁽³⁾ | \$ 20.35 | | | | | 01/14/2003 | 01/14/2012 | Common Stock | 19 |
| Non-Qualified Stock Option (right to buy) ⁽³⁾ | \$ 24.7933 | | | | | 01/06/2004 | 01/06/2013 | Common Stock | 16 |
| Non-Qualified Stock Option | \$ 31.17 | | | | | 01/13/2005 | 01/13/2014 | Common Stock | 10 |

