DEAN FOODS CO/ Form 4 July 11, 2005

### FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

if no longer subject to Section 16. Form 4 or

Check this box

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

ruction 30(h) of the Investment Company Act of 1940

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * SCHENKEL PETE			2. Issuer Name <b>and</b> Ticker or Trading Symbol DEAN FOODS CO/ [DF]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	11		
2515 MCKINNEY AVENUE, LB 30, SUITE 1200			(Month/Day/Year) 07/07/2005	_X Director 10% Owner _X Officer (give title Other (specify below) President, Dean Dairy Group		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
DALLAS, TX 75201			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	equired, Disposed of, or Beneficially Owned		

		Tubic	of from De	or it a creation of	ccurrence riv	quirea, Disposea	oi, or beneficial	ny Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	ies Acquired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Dis	sposed of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	4 and 5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
					(A)	Reported		
					(A)	Transaction(s)		
			Code V	Amount	or (D) Pric	(Instr. 3 and 4)		
Common	07/07/2005		$M_{(1)}^{(1)}$	39,717	A \$0	169,009.07	D	

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

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: DEAN FOODS CO/ - Form 4

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. Transactio Code (Instr. 8)	Secu Secu Acqu or Di (D)	rities nired (A) isposed of r. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nui 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	28
Stock Units (2)	\$ 0						01/10/2006	01/10/2015	Common Stock	26
Incentive Stock Option (right to buy) (3)	\$ 24.7933						01/06/2004	01/06/2013	Common Stock	4
Incentive Stock Option (right to buy)	\$ 31.17						01/13/2005	01/13/2004	Common Stock	2
Non-Qualified Stock Option (right to buy)	\$ 12.4792						01/04/2001	01/04/2010	Common Stock	99
Non-Qualified Stock Option (right to buy)	\$ 14.375						01/22/2002	01/22/2011	Common Stock	29
Non-Qualified Stock Option (right to buy)	\$ 20.35						01/14/2003	01/14/2012	Common Stock	29
Non-Qualified Stock Option (right to buy)	\$ 20.35						01/14/2003	01/14/2012	Common Stock	19
Non-Qualified Stock Option (right to buy)	\$ 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

(right to buy)

(3)

Non-Qualified Stock Option

(right to buy)

\$ 31.85

01/10/2006 01/10/2015

Common Stock

(3)

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SCHENKEL PETE 2515 MCKINNEY AVENUE, LB 30, SUITE 1200 DALLAS, TX 75201	X		President, Dean Dairy Group				

# **Signatures**

Pete Schenkel 07/11/2005

\*\*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) The reporting person received a net 39,717 shares of common stock of the Issuer pursuant to certain accelerated vesting provisions in the award agreement.
- 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 (2) 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.

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.

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