

DEAN FOODS CO/
Form 4/A
July 12, 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 *
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)
07/11/2005

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		47,036 (1)	A	\$ 0 176,328.07 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)

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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	Amount
Deferred Stock Units <u>(2)</u>	\$ 0	07/07/2005		M	54,000 <u>(1)</u>	01/07/2004	01/07/2013	Common Stock	5,000
Deferred Stock Units <u>(2)</u>	\$ 0	07/07/2005		M	V 9,951 <u>(1) (3)</u>	01/07/2004	01/07/2013	Common Stock	9,951
Deferred Stock Units <u>(2)</u>	\$ 0					01/13/2005	01/13/2014	Common Stock	2,000
Deferred Stock Units <u>(2)</u>	\$ 0					01/13/2005	01/13/2014	Common Stock	5,000
Restricted Stock Units <u>(2)</u>	\$ 0					01/10/2006	01/10/2015	Common Stock	2,000
Restricted Stock Units <u>(2)</u>	\$ 0					01/10/2006	01/10/2015	Common Stock	4,000
Incentive Stock Option (right to buy) <u>(4)</u>	\$ 20.9355 <u>(5)</u>					01/06/2004	01/06/2013	Common Stock	4,000
Incentive Stock Option (right to buy) <u>(2)</u>	\$ 20.9355 <u>(5)</u>					01/06/2004	01/06/2013	Common Stock	7,000
Incentive Stock Option (right to buy) <u>(4)</u>	\$ 26.3199 <u>(5)</u>					01/13/2005	01/13/2004	Common Stock	2,000
Incentive Stock Option (right to buy) <u>(4)</u>	\$ 26.3199 <u>(5)</u>					01/13/2005	01/13/2014	Common Stock	3,000
Incentive Stock Option (right to buy) <u>(4)</u>	\$ 26.8941 <u>(5)</u>					01/07/2006	01/07/2015	Common Stock	5,000
Incentive Stock Option (right to buy)	\$ 26.8941 <u>(5)</u>					01/07/2006	01/07/2015	Common Stock	9,000

(4)

Non-Qualified Stock Option (right to buy)	\$ 10.5374 <u>(5)</u>	01/04/2001	01/04/2010	Common Stock	9
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(4)

Non-Qualified Stock Option (right to buy)	\$ 10.5374 <u>(5)</u>	01/04/2001	01/04/2010	Common Stock	1
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(4)

Non-Qualified Stock Option (right to buy)	\$ 12.1383 <u>(5)</u>	01/22/2002	01/22/2011	Common Stock	29
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(4)

Non-Qualified Stock Option (right to buy)	\$ 12.1383 <u>(5)</u>	01/22/2002	01/22/2011	Common Stock	5
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(4)

Non-Qualified Stock Option (right to buy)	\$ 17.1835 <u>(5)</u>	01/14/2003	01/14/2012	Common Stock	29
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(4)

Non-Qualified Stock Option (right to buy)	\$ 17.1835 <u>(5)</u>	01/14/2003	01/14/2012	Common Stock	5
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(4)

Non-Qualified Stock Option (right to buy)	\$ 17.1835 <u>(5)</u>	01/14/2003	01/14/2012	Common Stock	19
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(4)

Non-Qualified Stock Option (right to buy)	\$ 17.1835 <u>(5)</u>	01/14/2003	01/14/2012	Common Stock	3
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(4)

Non-Qualified Stock Option (right to buy)	\$ 20.9355 <u>(5)</u>	01/06/2004	01/06/2013	Common Stock	16
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(4)

Non-Qualified Stock Option (right to buy)	\$ 20.9355 <u>(5)</u>	01/06/2004	01/06/2013	Common Stock	3
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(4)

Non-Qualified Stock Option (right to buy)	\$ 26.3199 <u>(5)</u>	01/13/2005	01/13/2014	Common Stock	10
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(4)

Non-Qualified Stock Option (right to buy) <u>(4)</u>	\$ 26.3199 <u>(5)</u>	01/13/2005	01/13/2014	Common Stock	1
Non-Qualified Stock Option (right to buy) <u>(4)</u>	\$ 26.8941 <u>(5)</u>	01/10/2006	01/10/2015	Common Stock	6
Non-Qualified Stock Option (right to buy) <u>(4)</u>	\$ 26.8941 <u>(5)</u>	01/10/2006	01/10/2015	Common Stock	1

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 07/12/2005

**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 was entitled to receive 54,000 shares of common stock of the Issuer pursuant to certain accelerated vesting provisions in the 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 by 9,951 to restore the post-spin value of the award to the pre-spin value of the award. A portion of these shares (16,915) were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of 47,036 net shares of common stock.

(2) 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 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) 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.

(4) The shares of common stock subject to the Option vest ratably in three equal increments commencing on the first anniversary of the grant date.

(5) 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.

Remarks:

AMENDED to include items that were not saved to the July 7, 2005 filing because of a power outage in the building.

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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