

DEAN FOODS CO/
Form 4
January 04, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
TURNER JIM L

(Last) (First) (Middle)

DR. PEPPER BOTTLING GROUP, 5950 SHERRY LANE STE 500

(Street)

DALLAS, TX 75225

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/30/2005

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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.

SEC 1474 (9-02)

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

1. Title of Derivative Security	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction Number	5. Expiration Date	6. Date Exercisable and	7. Title and Amount of Underlying Security
---------------------------------	---------------	--------------------------------------	-------------------------------	-----------------------	--------------------	-------------------------	--

Edgar Filing: DEAN FOODS CO/ - Form 4

(Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy-DF902174)	\$ 20.9186						07/01/2002 ⁽¹⁾	07/01/2012	Common Stock	11,
Non-Qualified Stock Option (right to buy-TO000760)	\$ 20.9186						06/27/2005 ⁽¹⁾	07/01/2012	Common Stock	2,
Non-Qualified Stock Option (right to buy-DF802174)	\$ 20.9186						07/21/2002 ⁽¹⁾	07/21/2012	Common Stock	11,
Non-Qualified Stock Option (right to buy-TO000759)	\$ 20.9186						06/27/2005 ⁽¹⁾	07/21/2002	Common Stock	2,
Non-Qualified Stock Option (right to buy-DF902883)	\$ 26.5986						06/30/2003 ⁽¹⁾	06/30/2013	Common Stock	3,
Non-Qualified Stock Option (right to buy-TO001026)	\$ 26.5986						06/27/2005 ⁽¹⁾	06/30/2013	Common Stock	6
Non-Qualified Stock Option (right to buy-DF802883)	\$ 26.5986						06/30/2003 ⁽¹⁾	06/30/2013	Common Stock	3,

Non-Qualified Stock Option (right to buy-TO001025)	\$ 26.5986	06/27/2005 ⁽¹⁾	06/30/2013	Common Stock	6
Non-Qualified Stock Option (right to buy-DF003672)	\$ 31.5046	06/30/2004 ⁽¹⁾	06/30/2014	Common Stock	7,5
Non-Qualified Stock Option (right to buy-TO000795)	\$ 31.5046	06/27/2005 ⁽¹⁾	06/30/2014	Common Stock	1,3
Non-Qualified Stock Option (right to buy-DF905926)	\$ 35.24	06/30/2005 ⁽¹⁾	06/30/2015	Common Stock	7,5
Deferred Stock Units (DU000050)	\$ 0	06/30/2004 ⁽²⁾	06/30/2013	Common Stock	8
Deferred Stock Units (TU905811)	\$ 0	06/27/2005 ⁽²⁾	06/30/2013	Common Stock	1
Deferred Stock Units (DU000116)	\$ 0	06/30/2005 ⁽²⁾	06/30/2014	Common Stock	1,7
Deferred Stock Units (TU905764)	\$ 0	06/27/2005 ⁽²⁾	06/30/2014	Common Stock	3
Restricted Stock Units (DF905937)	\$ 0	06/30/2006 ⁽²⁾	06/30/2015	Common Stock	2,4

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TURNER JIM L DR. PEPPER BOTTLING GROUP 5950 SHERRY LANE STE 500 DALLAS, TX 75225	X			

Signatures

Jim L. Turner

01/04/2006

**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 options were automatically granted under the Issuer's 1997 Amended and Restated Stock Option and Restricted Stock Plan, and are fully vested and immediately exercisable upon grant.
- The reporting person has received an award of Restricted Stock Units ("RSUs") which is a right to receive shares of common stock of the
- (2) Issuer in the future, subject to the terms and conditions of the RSU Award Agreement. The DSUs vest annually, on a prorata basis, over a three year period beginning on the first anniversary date of the grant.

Remarks:

CONTINUED FROM PREVIOUS FORM 4 FILING.

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.