

DEAN FOODS CO/
Form 4
July 05, 2006

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 *
TURNER JIM L

(Last) (First) (Middle)

JLT BEVERAGES L.P., 5950
SHERRY LANE STE 370

(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)
06/30/2006

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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V		
					Amount		
				(D)	Price		

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

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(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 (Instr. 3)	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)

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	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title
				Code	V (A) (D)			
Non-Qualified Stock Option (right to buy-DF902174)	\$ 20.9186					07/01/2002 ⁽¹⁾	07/01/2012	Common Stock
Non-Qualified Stock Option (right to buy-T0000760)	\$ 20.9186					06/27/2005 ⁽¹⁾	07/01/2012	Common Stock
Non-Qualified Stock Option (right to buy-DF802174)	\$ 20.9186					07/21/2002 ⁽¹⁾	07/21/2012	Common Stock
Non-Qualified Stock Option (right to buy-T0000759)	\$ 20.9186					06/27/2005 ⁽¹⁾	07/21/2002	Common Stock
Non-Qualified Stock Option (right to buy-DF902883)	\$ 26.5986					06/30/2003 ⁽¹⁾	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy-T0001026)	\$ 26.5986					06/27/2005 ⁽¹⁾	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy-DF802883)	\$ 26.5986					06/30/2003 ⁽¹⁾	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy-T0001025)	\$ 26.5986					06/27/2005 ⁽¹⁾	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy-DF003672)	\$ 31.5046					06/30/2004 ⁽¹⁾	06/30/2014	Common Stock
Non-Qualified Stock Option	\$ 31.5046					06/27/2005 ⁽¹⁾	06/30/2014	Common Stock

(right to
buy-TO000795)

Non-Qualified Stock Option (right to buy-DF905926)	\$ 35.24					06/30/2005 ⁽¹⁾	06/30/2015	Common Stock
Non-Qualified Stock Option (right to buy-DF)	\$ 37.19	06/30/2006	A	7,500		06/30/2006 ⁽¹⁾	06/30/2016	Common Stock
Deferred Stock Units (DU000050)	\$ 0	06/30/2006	M	850 ₍₅₎		06/30/2004 ⁽²⁾	06/30/2013	Common Stock
Deferred Stock Units (TU905811)	\$ 0	06/30/2006	M	156 ₍₅₎		06/27/2005 ⁽²⁾	06/30/2013	Common Stock
Deferred Stock Units (DU000116)	\$ 0	06/30/2006	M	850 ₍₆₎		06/30/2005 ⁽²⁾	06/30/2014	Common Stock
Deferred Stock Units (TU905764)	\$ 0	06/30/2006	M	157 ₍₆₎		06/27/2005 ⁽²⁾	06/30/2014	Common Stock
Restricted Stock Units (DF905937)	\$ 0	06/30/2006	M	850 ₍₇₎		06/30/2006 ⁽²⁾	06/30/2015	Common Stock
Restricted Stock Units (DU)	\$ 0	06/30/2006	A	2,550		06/30/2007 ⁽²⁾	06/30/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TURNER JIM L JLT BEVERAGES L.P. 5950 SHERRY LANE STE 370 DALLAS, TX 75225		X		

Signatures

Jim L. Turner 07/05/2006

**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 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.

(3) Options were transferred by assignment from The Jim L. Turner 2004 Annuity Trust to Mr. Turner's individual account.

(4) Options were transferred by assignment from The Julie Carolyn Turner 2004 Annuity Trust to Mrs. Turner's individual account.

(5) Represents shares of common stock of the Issuer vested on the third annual vesting date of a 06/30/2003 award of Restricted Stock Units ("RSUs").

(6) Represents shares of common stock of the Issuer vested on the second annual vesting date of a 06/30/2004 award of RSUs.

(7) Represents shares of common stock of the Issuer vested on the first annual vesting date of a 06/30/2005 award of RSUs.

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.

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