McCRUMMEN RONALD L

Form 4

January 11, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * McCRUMMEN RONALD L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(First) (Last)

(Middle)

DEAN FOODS CO/[DF]

(Check all applicable)

2515 MCKINNEY

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

01/10/2005

Director X_ Officer (give title

10% Owner Other (specify

AVENUE. SUITE 1200

4. If Amendment, Date Original

SVP & Chief Accounting Officer 6. Individual or Joint/Group Filing(Check

below)

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

DALLAS,, TX 75201

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Ownership (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4)

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 SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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

Edgar Filing: McCRUMMEN RONALD L - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	(Acquired (or Dispose (D) (Instr. 3, 4, and 5)	d of				
				Code '	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Non-Qualified Stock Option (right to buy)	\$ 29.54							10/08/2005	10/08/2014	Common Stock	14
Incentive Stock Option (right to buy)	\$ 29.54							10/08/2005	10/08/2014	Common Stock	10
Stock Units (3)	\$ 0	01/10/2005		A		7,000		01/10/2006	01/10/2015	Common Stock	7,
Non-Qualified Stock Option (right to buy)	\$ 31.85	01/10/2005		A		20,000		01/10/2006	01/10/2015	Common Stock	20

Reporting Owners

Director 10% Owner Officer Other

McCRUMMEN RONALD L 2515 MCKINNEY AVENUE SUITE 1200 DALLAS,, TX 75201

SVP & Chief Accounting Officer

Signatures

Ronald L.

McCrummen 01/11/2005

**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 non-qualified stock options were issued under the Issuer's 1997 Amended and Restated Stock Option and Restricted Stock Plan, and vest annually, on a prorata basis, over a three-year period beginning on the first anniversary of the date of grant.
- (2) The incentive stock options were issued under the Issuer's 1997 Amended and Restated Stock Option and Restricted Stock Plan, and vest annually, on a prorate basis, over a three-year period beginning on the first anniversary of the date of grant.

(3)

Reporting Owners 2

Edgar Filing: McCRUMMEN RONALD L - Form 4

The reporting person has received an exempt award of Stock Units ("SUs") under the Company's 1989 Stock Awards Plan. Each SU is a right to receive one share of common stock of the Issuer in the future, subject to the terms and conditions of the SU Award Agreement. The SUs 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.

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.