

McCRUMMEN RONALD L
Form 4
January 11, 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 *
McCRUMMEN RONALD L

(Last) (First) (Middle)
2515 MCKINNEY
AVENUE, 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)
01/07/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
SVP & Chief Accounting Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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	01/07/2006		M	1,658 (1) A \$ 0	3,069.281	D	
Common Stock	01/07/2006		F	542 (1) D \$ 38	2,527.281	D	

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

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(9-02)

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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 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
Deferred Stock Units (DF003694)	\$ 0					10/08/2005 ⁽²⁾ 10/08/2014	Common Stock
Deferred Stock Units (TU905765)	\$ 0					10/08/2005 ⁽²⁾ 10/08/2014	Common Stock
Deferred Stock Units (DF902059)	\$ 0	01/07/2006		M	1,400 ⁽¹⁾	01/07/2006 ⁽²⁾ 01/07/2015	Common Stock
Deferred Stock Units (TU905692)	\$ 0	01/07/2006		M	258 ⁽¹⁾	01/07/2006 ⁽²⁾ 01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy - DF003693)	\$ 24.9436					10/08/2005 ⁽³⁾ 10/08/2014	Common Stock
Non-Qualified Stock Option (right to buy - T0003488)	\$ 24.9436					10/08/2005 ⁽³⁾ 10/08/2014	Common Stock
Non-Qualified Stock Option (right to buy - DF902537)	\$ 26.8941					01/07/2006 ⁽³⁾ 01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy - T0000891)	\$ 26.8941					01/07/2006 ⁽³⁾ 01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy - TU000301)	\$ 26.8941					01/07/2006 ⁽³⁾ 01/07/2015	Common Stock

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In order to comply with the IRS guidelines which stipulate that the aggregate fair market value of incentive stock option grants

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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