ENGLES GREGG L Form 4/A July 12, 2005

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

**OMB APPROVAL** 

3235-0287

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Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

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)

See Instruction

1. Name and Address of Reporting Person \* ENGLES GREGG L

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

Symbol DEAN FOODS CO/[DF]

(First) (Middle) (Last)

3. Date of Earliest Transaction

\_X\_\_ Director 10% Owner

2515 MCKINNEY AVENUE,

07/07/2005

(Month/Day/Year)

X\_ Officer (give title Other (specify below) Chairman of the Board and

(Check all applicable)

**SUITE 1200** 

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

(Street) Filed(Month/Day/Year)

07/11/2005

(Instr. 8)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

**DALLAS, TX 75201** 

(City) (State) (Zip)

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)

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following

Person

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

(Instr. 4)

(Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4)

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 5. 6. Date Exercisable and 7. Title and Amount of 4. Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber **Expiration Date** Underlying Securities Security or Exercise Code of (Month/Day/Year) (Instr. 3 and 4) any

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3			
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Incentive Stock Option (right to buy)	\$ 9.9569 (2)				01/29/2000	01/29/2009	Common Stock	25,200 (2)
Incentive Stock Option (right to buy)	\$ 9.9569 (2)				01/29/2000	01/29/2009	Common Stock	259 <u>(2)</u>
Incentive Stock Option (right to buy)	\$ 12.1383 (2)				01/22/2002	01/22/2011	Common Stock	13,974 (2)
Incentive Stock Option (right to buy)	\$ 12.1383 (2)				01/22/2002	01/22/2011	Common Stock	143 (2)
Incentive Stock Option (right to buy)	\$ 17.1835 (2)				01/14/2003	01/14/2012	Common Stock	4,914 <u>(</u>
Incentive Stock Option (right to buy)	\$ 17.1835 (2)				01/14/2003	01/14/2012	Common Stock	50 (2)
Incentive Stock Option (right to buy)	\$ 20.9355 (2)				01/06/2004	01/06/2013	Common Stock	4,032 (
Incentive Stock Option (right to buy)	\$ 20.9355 (2)				01/06/2004	01/06/2013	Common Stock	743 <u>(2)</u>
Incentive Stock Option (right to buy)	\$ 26.3199 (2)				01/13/2005	01/13/2014	Common Stock	3,209 (

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,	Incentive Stock Option (right to buy)	\$ 26.3199 (2)	01/13/2005	01/13/2014	Common Stock	405 (2)
;	Incentive Stock Option (right to buy)	\$ 26.8941 (2)	01/07/2006	01/07/2015	Common Stock	5,232
,	Incentive Stock Option (right to buy)	\$ 26.8941 (2)	01/07/2006	01/07/2015	Common Stock	964 <u>(2)</u>
;	Non-Qualified Stock Option (right to buy)	\$ 8.2329 (2)	05/13/1998	05/13/2007	Common Stock	270,00 (2)
;	Non-Qualified Stock Option (right to buy)	\$ 8.2329 (2)	05/13/1998	05/13/2007	Common Stock	2,773 (
;	Non-Qualified Stock Option (right to buy)	\$ 16.4658 (2)	01/02/1999	01/02/2008	Common Stock	360,000 (2)
;	Non-Qualified Stock Option (right to buy)	\$ 16.4658 (2)	01/02/1999	01/02/2008	Common Stock	3,697
;	Non-Qualified Stock Option (right to buy)	\$ 9.9569 (2)	01/29/2000	01/29/2009	Common Stock	244,80 (2)
;	Non-Qualified Stock Option (right to buy)	\$ 9.9569 (2)	01/29/2000	01/29/2009	Common Stock	2,514 <u>(</u>
;	Non-Qualified Stock Option (right to buy)	\$ 9.6403 (2)	06/04/2000	06/04/2009	Common Stock	171,00 (2)
;	Non-Qualified Stock Option (right to buy)	\$ 9.6403 (2)	06/04/2000	06/04/2009	Common Stock	1,756
			01/04/2001	01/04/2010		

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Non-Qualified Stock Option (right to buy)	\$ 10.5374 (2)			Common Stock	495,00 (2)
Non-Qualified Stock Option (right to buy)	\$ 10.5374 (2)	01/04/2001	01/04/2010	Common Stock	5,083 (
Non-Qualified Stock Option (right to buy)	\$ 12.1383 (2)	01/22/2002	01/22/2011	Common Stock	586,020 (2)
Non-Qualified Stock Option (right to buy)	\$ 12.1383 (2)	01/22/2002	01/22/2011	Common Stock	6,020 (

# **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
ENGLES GREGG L 2515 MCKINNEY AVENUE, SUITE 1200 DALLAS, TX 75201	X		Chairman of the Board and		

### **Signatures**

Gregg L. Engles	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 shares of common stock subject to the Option vest ratably in three equal increments commencing on the first anniversary of the grant date.
- 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 voluntarily report holdings adjusted due to spin-off of the Issuer's Specialty Foods Division on June 27, 2005. -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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