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DEAN FOODS CO/ Form 4 April 02, 2003

FORM 4

_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By Romeo and Dye's Section 16 Filer www.section16.net

| 1. Name and Ao Muse, John R. | | | Name and 'ods Compa | | P | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | |
|---------------------------------------|--|----------------------------|---|----|--|---|------------|---|------|--|--|--|
| (Last) 200 Crescent (| of Re | port | dentification ing Person, y (voluntar | | Mo | Statement for nth/Day/Year ril 2, 2003 | 1 | ☑ Director | | | | |
| (Street) Dallas, TX 75201 | | | | | | | Dat | Date of Original ((Month/Day/Year) | | 7. Individual or Joint/Group Filing Check Applicable Line) K Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| (City | (State) | (Zip) | | Ta | ble I Nor | ı-Deri | vative Sec | urities Acquired, Di | spos | ed of, or Be | neficially Owned | |
| 1. Title of Security (Instr. 3) | 2. Trans- action Date (Month/ Day/ Year) | Execution a Date, C if any | 3. Tran action Code (Instr. 8 | | 4. Securities Acquired (or Disposed of (D) (Instr. 3, 4 & 5) | | | 5. Amount of Securities Beneficially Owned Follow- | | 6. Owner- ship Form: Direct (D) or Indirect | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | Code | V | Amount | (A) or (D) | Price | ing Reported Transactions(s) (Instr. 3 & 4) | | (I) (Instr. 4) | | |
| Common Stock | | | | | | | | | 200 | I | by Father-in-Law | |
| Common Stock | | | | | | | | | 200 | I | by Mother | |
| Common Stock | | | | | | | | | 200 | I | by Mother-in-Law | |
| Common Stock | | | | | | | | 1, | ,700 | I | by Spouse | |
| Common Stock | 04/02/03 | | S | | 3,600 | D | \$43.450 | 0 155, | ,660 | D | | |

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

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^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

| Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | Trans- action Date (Month/ | 3A. Deemed Execution Date, if any (Month/ Day/ Year) | 4. Trans- action Code (Instr. 8) | Number of Derivati Securitic Acquire (A) or Dispose of (D) | | d | | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | | 8. Price of Derivative Security (Instr. 5) | Securities Beneficially Owned Following | 10. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect | 11. Natur of Indirec Beneficia Ownersh (Instr. 4) |
|--------------------------------------|--|-------------------------------------|--|---|--|-----|---------------------|---------------------------|---|----------------------------|---|--|---|---|
| Non-Qualified Stock Option | \$20.9375 | | | Code V | 3, 4 (5) 7 (A) | (D) | | Expiration Date 06/30/09 | | Amount or Number of Shares | | 15,000 | (I) (Instr. 4) D | |
| Non-Qualified Stock Option | \$24.4375 | | | | | | 06/30/00 | 06/30/10 | Common Stock | 15,000 | | 15,000 | D | |
| Non-Qualified Stock Option | \$26.5500 | | | | | | 06/29/01 | | Common Stock | 15,000 | | 15,000 | D | |
| Non-Qualified Stock Option | \$29.3150 | | | | | | 06/30/98 | | Common Stock | 15,000 | | 15,000 | D | |
| Non-Qualified Stock Option | \$37.1600 | | | | | | 07/01/02 (1) | | Common Stock | 15,000 | | 15,000 | D | |

Explanation of Responses:

(1) All the options listed on this Table II were granted under the Issuer's Amended and Restated Stock Option and Restricted Stock Plan, and are fully vested and immediately exercisable upon grant.

By: /s/ John R. Muse

April 2, 2003

Date

**Signature of Reporting Person

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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^{**}Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).