

DEAN FOODS CO/
Form 4
August 12, 2005

FORM 4

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

OMB APPROVAL

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

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 *
BERNON ALAN J

(Last) (First) (Middle)

DEAN NORTHEAST, LLC, 124 GROVE STREET

(Street)

FRANKLIN, MA 02038

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DEAN FOODS CO/ [DF]

3. Date of Earliest Transaction (Month/Day/Year)
08/10/2005

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)

Chief Operating Officer

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 Ownership Indirect Beneficial (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	08/10/2005		P		3,100	A	\$ 35
					589,668.4644	D	

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

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

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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 12.1383 <u>(2)</u>					01/22/2002	01/22/2011	Common Stock	33,045
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 12.1383 <u>(2)</u>					06/27/2005	01/22/2011	Common Stock	6,089
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 17.1835 <u>(2)</u>					01/14/2003	01/14/2012	Common Stock	75,084
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 17.1835 <u>(2)</u>					06/27/2005	01/14/2012	Common Stock	13,836
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 17.1835 <u>(2)</u>					01/14/2003	01/14/2012	Common Stock	50,000
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 17.1835 <u>(2)</u>					06/27/2005	01/14/2012	Common Stock	9,213
Incentive Stock Option (right to buy) <u>(1)</u>	\$ 20.9355 <u>(2)</u>					01/06/2004	01/06/2013	Common Stock	4,032
Incentive Stock Option (right to buy) <u>(1)</u>	\$ 20.9355 <u>(2)</u>					01/06/2006	01/06/2013	Common Stock	743
						01/06/2004	01/06/2013		78,468

Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 20.9355 <u>(2)</u>			Common Stock	
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 20.9355 <u>(2)</u>	06/27/2005	01/06/2013	Common Stock	14,459
Incentive Stock Option (right to buy) <u>(1)</u>	\$ 26.3199 <u>(2)</u>	01/13/2005	01/13/2014	Common Stock	2,139
Incentive Stock Option (right to buy) <u>(1)</u>	\$ 26.3199 <u>(2)</u>	01/13/2006	01/13/2014	Common Stock	394
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 26.3199 <u>(2)</u>	01/13/2005	01/13/2014	Common Stock	36,791
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 26.3199 <u>(2)</u>	06/27/2005	01/13/2014	Common Stock	6,779
Incentive Stock Option (right to buy) <u>(1) (3)</u>	\$ 26.8941 <u>(2)</u>	01/10/2006	01/10/2015	Common Stock	5,232
Incentive Stock Option (right to buy) <u>(1)</u>	\$ 26.8941 <u>(2)</u>	01/10/2006	01/10/2015	Common Stock	964
Non-Qualified Stock Option (right to buy) <u>(1) (3)</u>	\$ 26.8941 <u>(2)</u>	01/10/2006	01/10/2015	Common Stock	23,368
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 26.8941 <u>(2)</u>	01/10/2006	01/10/2015	Common Stock	4,306

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BERNON ALAN J
DEAN NORTHEAST, LLC
124 GROVE STREET
FRANKLIN, MA 02038

X

Chief Operating Officer

Signatures

Alan J. Bernon

08/12/2005

**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 shall 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.
- (2) 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.
- (3) Adjusted to correctly reflect option grant type.

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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