

DEAN FOODS CO/
Form 4
February 07, 2006

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 *
FROMBERG BARRY A

(Last) (First) (Middle)

2515 MCKINNEY AVENUE, LB
30, 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)
02/03/2006

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)

Executive Vice President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/03/2006		M		321	A	\$ 26.8941
Common Stock	02/03/2006		M		9,679	A	\$ 26.3199
Common Stock	02/03/2006 ⁽¹⁾		S		4,000	D	\$ 38.4
Common Stock	02/03/2006 ⁽¹⁾		S		4,000	D	\$ 38.5
Common Stock	02/03/2006 ⁽¹⁾		S		2,000	D	\$ 38.81

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

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(9-02)

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)	Amount or Number of Shares
Deferred Stock Units (DU000093) ⁽²⁾	\$ 0					01/13/2005 01/13/2014	Common Stock	9,6
Deferred Stock Units (TU905827) ⁽²⁾	\$ 0					01/13/2005 01/13/2014	Common Stock	1,7
Restricted Stock Units (DF902033) ⁽²⁾	\$ 0					01/07/2006 01/07/2015	Common Stock	16,4
Restricted Stock Units (TU905726) ⁽²⁾	\$ 0					01/07/2006 01/07/2015	Common Stock	3,0
Incentive Stock Option (right to buy - DF002195) ⁽³⁾	\$ 20.9355					01/06/2004 01/06/2013	Common Stock	4,0
Incentive Stock Option (right to buy - T0001047) ⁽³⁾	\$ 20.9355					01/06/2004 01/06/2013	Common Stock	74
Incentive Stock Option (right to buy - DF003306) ⁽³⁾	\$ 26.3199					01/13/2005 01/13/2014	Common Stock	1,0
Incentive	\$ 26.3199					01/13/2005 01/13/2014	Common	19

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Stock Option (right to buy - T0001768) ⁽³⁾									Stock	
Incentive Stock Option (right to buy - DF902167) ⁽³⁾	\$ 26.8941					01/07/2006	01/07/2015		Common Stock	5,2
Incentive Stock Option (right to buy - T0001365) ⁽³⁾	\$ 26.8941					01/07/2006	01/07/2015		Common Stock	64
Non-Qualified Stock Option (right to buy - T0000579) ⁽³⁾	\$ 13.7918					07/31/1999	07/31/2008		Common Stock	3,5
Non-Qualified Stock Option (right to buy - T0000608) ⁽³⁾	\$ 13.7918					07/31/1999	07/31/2008		Common Stock	11,5
Non-Qualified Stock Option (right to buy - T0000499) ⁽³⁾	\$ 12.1383					01/22/2002	01/22/2011		Common Stock	4
Non-Qualified Stock Option (right to buy - T0003349) ⁽³⁾	\$ 12.1383					01/22/2002	01/22/2011		Common Stock	8
Non-Qualified Stock Option (right to buy - DF001332) ⁽³⁾	\$ 17.1835					01/14/2003	01/14/2012		Common Stock	1
Non-Qualified Stock Option (right to buy - DF003307) ⁽³⁾	\$ 26.3199	02/03/2006		M	9,679	01/13/2005	01/13/2014		Common Stock	9,6
Non-Qualified Stock Option (right to buy - TU000197) ⁽³⁾	\$ 26.3199					01/13/2005	01/13/2014		Common Stock	2,1
Non-Qualified Stock Option (right to buy - T0000695) ⁽³⁾	\$ 26.3199					01/13/2005	01/13/2014		Common Stock	8,6
Non-Qualified Stock Option	\$ 26.3199					01/13/2005	01/13/2014		Common Stock	39

(right to buy -
TU000198) ⁽³⁾

Non-Qualified
Stock Option
(right to buy -
DF902168) ⁽³⁾

\$ 26.8941

01/07/2006 01/07/2015

Common
Stock 32,

Non-Qualified
Stock Option
(right to buy -
T0000699) ⁽³⁾

\$ 26.8941

01/07/2006 01/07/2015

Common
Stock 9,3

Non-Qualified
Stock Option
(right to buy -
TU000199) ⁽³⁾

\$ 26.8941 02/03/2006

M 321

01/07/2006 01/07/2015

Common
Stock 32

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FROMBERG BARRY A 2515 MCKINNEY AVENUE, LB 30, SUITE 1200 DALLAS, TX 75201			Executive Vice President	

Signatures

Barry A.
Fromberg 02/07/2006

^{__}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).

Sales are pursuant to a 10b5-1 Sales Plan dated November 7, 2005, between reporting person and Bear Stearns & Co., Inc., acting as
(1) agent, to permit the orderly disposition of a portion of the reporting person's holdings of the Issuer's common stock, par value \$01 per share.

A Stock Unit, which is issued under the Company's 1989 Stock Awards Plan, is a right to receive one share of Common Stock of the
(2) Issuer in the future, subject to the terms and conditions of the award agreement. The units 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.

The shares of common stock subject to the Option vest ratably in three equal increments commencing on the first anniversary of the grant
(3) date.

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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