

DEAN FOODS CO/
Form 4
October 04, 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 *
TURNER JIM L

(Last) (First) (Middle)

DR. PEPPER BOTTLING GROUP, 5950 SHERRY LANE STE 500

(Street)

DALLAS, TX 75225

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/30/2005

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)

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 09/30/2005 | | A | 874 A \$ 0 (1) | 170,380 (2) | D | |

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

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SEC 1474 (9-02)

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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy-SI900790) | \$ 3.3945 <u>(3)</u> | | | | | 07/16/1996 ⁽⁴⁾ 07/16/2006 | Common Stock | 12,345 |
| Non-Qualified Stock Option (right to buy-TO000774) | \$ 3.3945 <u>(3)</u> | | | | | 06/27/2005 ⁽⁴⁾ 07/16/2006 | Common Stock | 2,345 |
| Non-Qualified Stock Option (right to buy-SI800790) | \$ 3.3945 <u>(3)</u> | | | | | 07/16/1996 ⁽⁴⁾ 07/16/2006 | Common Stock | 12,345 |
| Non-Qualified Stock Option (right to buy-TO000773) | \$ 3.3945 <u>(3)</u> | | | | | 06/27/2005 ⁽⁴⁾ 07/16/2006 | Common Stock | 2,345 |
| Non-Qualified Stock Option (right to buy-SI900791) | \$ 7.6165 <u>(3)</u> | | | | | 06/10/1997 ⁽⁴⁾ 06/10/2007 | Common Stock | 19,345 |
| Non-Qualified Stock Option (right to buy-TO000710) | \$ 7.6165 <u>(3)</u> | | | | | 06/27/2005 ⁽⁴⁾ 06/10/1997 | Common Stock | 3,456 |
| Non-Qualified Stock Option | \$ 7.6165 <u>(3)</u> | | | | | 06/10/1997 ⁽⁴⁾ 06/10/2007 | Common Stock | 19,345 |

(right to
buy-SI800791)

| | | | | | |
|---|--------------------------|---------------------------|------------|-----------------|-----|
| Non-Qualified Stock Option (right to buy-TO000709) | \$ 7.6165 <u>(3)</u> | 06/27/2005 ⁽⁴⁾ | 06/10/2007 | Common Stock | 3,5 |
| Non-Qualified Stock Option (right to buy-SI900786) | \$ 16.5024 <u>(3)</u> | 06/30/1998 ⁽⁵⁾ | 06/30/2008 | Common Stock | 11, |
| Non-Qualified Stock Option (right to buy-TO000752) | \$ 16.5024 <u>(3)</u> | 06/27/2005 ⁽⁵⁾ | 06/30/2008 | Common Stock | 2,0 |
| Non-Qualified Stock Option (right to buy-SI800786) | \$ 16.5024 <u>(3)</u> | 06/30/1998 ⁽⁵⁾ | 06/30/2008 | Common Stock | 11, |
| Non-Qualified Stock Option (right to buy-TO000751) | \$ 16.5024 <u>(3)</u> | 06/27/2005 ⁽⁵⁾ | 06/30/2008 | Common Stock | 2,0 |
| Non-Qualified Stock Option (right to buy-SI901312) | \$ 11.7864 <u>(3)</u> | 06/30/1999 ⁽⁵⁾ | 06/30/2009 | Common Stock | 11, |
| Non-Qualified Stock Option (right to buy-TO000754) | \$ 11.7864 <u>(3)</u> | 06/27/2005 ⁽⁵⁾ | 06/30/2009 | Common Stock | 2,0 |
| Non-Qualified Stock Option (right to buy-SI801312) | \$ 11.7864 <u>(3)</u> | 06/30/1999 ⁽⁵⁾ | 06/30/2009 | Common Stock | 11, |

| | | | | | |
|---|--------------------------|---------------------------|------------|-----------------|-----|
| Non-Qualified Stock Option (right to buy-TO000753) | \$ 11.7864 <u>(3)</u> | 06/27/2005 ⁽⁵⁾ | 06/30/2009 | Common Stock | 2,0 |
| Non-Qualified Stock Option (right to buy-SI901806) | \$ 13.7567 <u>(3)</u> | 06/30/2000 ⁽⁵⁾ | 06/30/2010 | Common Stock | 11, |
| Non-Qualified Stock Option (right to buy-TO000756) | \$ 13.7567 <u>(3)</u> | 06/27/2005 ⁽⁵⁾ | 06/30/2010 | Common Stock | 2,0 |
| Non-Qualified Stock Option (right to buy-SI801806) | \$ 13.7567 <u>(3)</u> | 06/30/2000 ⁽⁵⁾ | 06/30/2010 | Common Stock | 11, |
| Non-Qualified Stock Option (right to buy-TO000755) | \$ 13.7567 <u>(3)</u> | 06/27/2005 ⁽⁵⁾ | 06/30/2010 | Common Stock | 2,0 |
| Non-Qualified Stock Option (right to buy-SF902508) | \$ 14.9459 <u>(3)</u> | 06/29/2001 ⁽⁵⁾ | 06/29/2011 | Common Stock | 11, |
| Non-Qualified Stock Option (right to buy-TO000758) | \$ 14.9459 <u>(3)</u> | 06/27/2005 ⁽⁵⁾ | 06/29/2011 | Common Stock | 2,0 |
| Non-Qualified Stock Option (right to buy-SF802508) | \$ 14.9459 <u>(3)</u> | 06/29/2001 ⁽⁵⁾ | 06/29/2011 | Common Stock | 11, |
| | | 06/27/2005 ⁽⁵⁾ | 06/29/2011 | | 2,0 |

Non-Qualified \$ 14,9459
 Stock Option (3)
 (right to
 buy-TO000757)

Common
 Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TURNER JIM L DR. PEPPER BOTTLING GROUP 5950 SHERRY LANE STE 500 DALLAS, TX 75225 | X | | | |

Signatures

Jim L. Turner 10/04/2005

**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) These are restricted shares issued under Dean's 1997 Stock Option and Restricted Stock Plan in payment of fees owed for services as an independent director. All such shares are subject to a 3-year vesting period, with the first vesting occurring as of the date the shares were issued.
 - (2) Due to the spin-off of the Issuer's Specialty Foods Division on June 27, 2005, the Amount of Securities Beneficially Owned Following Reported Transaction includes 314 vested Restricted Stock Units issued to restore the post-spin value of the award to the pre-spin value of the award.
 - (3) 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.
 - (4) The options were granted under a plan assumed with an acquisition and were fully vested and exercisable on the date of the acquisition.
 - (5) The options were automatically granted under the Issuer's 1997 Amended and Restated Stock Option and Restricted Stock Plan, and are fully vested and immediately exercisable upon grant.

Remarks:

TO BE CONTINUED ON SECOND FORM 4 FILING.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.