DEAN FOODS CO/
Form 4
April 04, 2006

FORM 4

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

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

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

OMB APPROVAL

OMB Number:	3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person [*]
MUSE JOHN R

(Last) (First) (Middle)

200 CRESCENT COURT, SUITE 1600

(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)
03/31/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	03/31/2006		A		503	A	$ 0 (1)	243,275	D	
Common Stock								300	I	by Father-in-Law (2)
Common Stock								300	I	by Mother (2)
Common Stock								300	I	by Mother-in-Law (2)
								2,550	I	by Spouse (2)

Common Stock

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)

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 Amou Underlying Securi (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of S
Non-Qualified Stock Option (right to buy-SI000779)	$ 16.5024							06/30/1998(3)	06/30/2008	Common Stock	22,
Non-Qualified Stock Option (right to buy-TO000726)	$ 16.5024							06/27/2005(3)	06/30/2008	Common Stock	4,1
Non-Qualified Stock Option (right to buy-SI001314)	$ 11.7864							06/30/1999(3)	06/30/2009	Common Stock	22,
Non-Qualified Stock Option (right to buy-TO000634)	$ 11.7864							06/27/2005(3)	06/30/2009	Common Stock	4,1
Non-Qualified Stock Option (right to buy-SI001803)	$ 13.7567							06/30/2000(3)	06/30/2010	Common Stock	22,
Non-Qualified Stock Option	$ 13.7567							06/27/2005(3)	06/30/2010	Common Stock	4,1

(right to buy-TO000639)					
Non-Qualified Stock Option (right to buy-SF002505)	$ 14.9459	06/29/2001 (3)	06/29/2011	Common Stock	22,
Non-Qualified Stock Option (right to buy-TO000645)	$ 14.9459	06/27/2005 (3)	06/29/2011	Common Stock	4,1
Non-Qualified Stock Option (right to buy-DF002170)	$ 20.9186	07/01/2002 (3)	07/01/2012	Common Stock	22,
Non-Qualified Stock Option (right to buy-TO000654)	$ 20.9186	06/27/2005 (3)	07/01/2012	Common Stock	4,1
Non-Qualified Stock Option (right to buy-DF002880)	$ 26.5986	06/30/2003 (3)	06/30/2013	Common Stock	7,5
Non-Qualified Stock Option (right to buy-TO000784)	$ 26.5986	06/27/2005 (3)	06/30/2013	Common Stock	1,3
Non-Qualified Stock Option (right to buy-DF003669)	$ 31.5046	06/30/2004 (3)	06/30/2014	Common Stock	7,5
Non-Qualified Stock Option (right to buy-TO000794)	$ 31.5046	06/27/2005 (3)	06/30/2014	Common Stock	1,3
Non-Qualified Stock Option (right to buy-DF905923)	$ 35.24	06/30/2005 (3)	06/30/2015	Common Stock	7,5
Deferred Stock Units (DU000047)	$ 0	06/30/2004 (4)	06/30/2013	Common Stock	8.
Deferred Stock Units (TU905808)	$ 0	06/27/2005 (4)	06/30/2013	Common Stock	1.
	$ 0	06/30/2005 (4)	06/30/2014		1,7

Deferred Stock Units (DU000113)				Common Stock	
Deferred Stock Units (TU905761)	$ 0	06/27/2005(4)	06/30/2014	Common Stock	3
Restricted Stock Units (DF905934)	$ 0	06/30/2006(4)	06/30/2014	Common Stock	2,5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MUSE JOHN R 200 CRESCENT COURT, SUITE 1600 DALLAS, TX 75201	X			

Signatures

John R. Muse	04/04/2006
**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).

(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 vesting in three increments, with the first vesting occurring as of the date the shares were issued.

(2) Mr. Muse disclaims beneficial ownership of all shares not directly owned by him.

(3) 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.

(4) The reporting person has received an award of Restricted Stock Units ("RSUs") which is a right to receive shares of common stock of the Issuer in the future, subject to the terms and conditions of the RSU Award Agreement. The RSUs vest annually, on a prorata basis, over a three year period beginning on the first anniversary date of the grant.

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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