DEAN FOODS CO/
Form 4
July 05, 2006

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

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

OMB APPROVAL
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KIRK RONALD

(Last) (First) (Middle)

3700 TRAMMELL CROW CENTER, 2001 ROSS AVENUE

(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)
06/30/2006

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	06/30/2006		M		850 (3)	A	$ 0	7,967	D	
Common Stock	06/30/2006		M		313 (3)	A	$ 0	8,280	D	
Common Stock	06/30/2006		M		850 (4)	A	$ 0	9,130	D	
Common Stock	06/30/2006		M		314 (4)	A	$ 0	9,444	D	
Common Stock	06/30/2006		M		850 (6)	A	$ 0	10,294	D	

Common Stock	06/30/2006		M	658 (1)	A	$ 0	10,952	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)

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 A Underlying S (Instr. 3 and
								Date Exercisable	Expiration Date	Title
				Code	V	(A)	(D)			
Non-Qualified Stock Option (right to buy-DF002878)	$ 26.5986 (5)							06/30/2003 (2)	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy-T0000783)	$ 26.5986 (5)							06/30/2003 (2)	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy-DF003667)	$ 31.5046 (5)							06/30/2004 (2)	06/30/2014	Common Stock
Non-Qualified Stock Option (right to buy-T0000793)	$ 31.5046 (5)							06/30/2004 (2)	06/30/2014	Common Stock
Non-Qualified Stock Option (right to buy-DF905921)	$ 35.24							06/30/2005 (2)	06/30/2015	Common Stock
Non-Qualified Stock Option (right to buy-DF)	$ 37.19	06/30/2006		A		7,500		06/30/2006 (2)	06/30/2016	Common Stock

Deferred Stock Units (DU000045)	$ 0	06/30/2006	M		850 (3)	06/30/2004 (7)	06/30/2013	Common Stock
Deferred Stock Units (TU905806)	$ 0	06/30/2006	M		313 (3)	06/30/2004 (7)	06/30/2013	Common Stock
Deferred Stock Units (DU000111)	$ 0	06/30/2006	M		850 (4)	06/30/2005 (7)	06/30/2014	Common Stock
Deferred Stock Units (TU905759)	$ 0	06/30/2006	M		314 (4)	06/30/2005 (7)	06/30/2014	Common Stock
Restricted Stock Units (DF905932)	$ 0	06/30/2006	M		850 (6)	06/30/2006 (8)	06/30/2015	Common Stock
Restricted Stock Units (DF)	$ 0	06/30/2006	A	2,550		06/30/2007 (8)	06/30/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KIRK RONALD 3700 TRAMMELL CROW CENTER 2001 ROSS AVENUE DALLAS, TX 75201	X			

Signatures

Ron Kirk	07/05/2006
**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 the Issuer'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 three-year vesting period, with the first vesting occurring as of the date the shares were issued.

(2) 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.

(3) Represents shares of common stock of the Issuer vested on the third annual vesting date of a 06/30/2003 award of Deferred Stock Units ("DSUs"). Due to the spin-off of the Issuer's Specialty Foods Division on June 27, 2005, the reporting person's number of DSUs has been adjusted to restore the post-spin value of the award to the pre-spin value of the award.

(4) Represents shares of common stock of the Issuer vested on the second annual vesting date of a 06/30/2004 award of Deferred Stock Units ("DSUs"). Due to the spin-off of the Issuer's Specialty Foods Division on June 27, 2005, the reporting person's number of DSUs has been adjusted to restore the post-spin value of the award to the pre-spin value of the award.

(5) 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.

(6) Represents shares of common stock of the Issuer vested on the first annual vesting date of a 06/30/2005 award of DSUs.

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

(8) 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 of the date of 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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