

LLEWELLYN JOHN H JR
Form 4/A
April 23, 2003

FORM 4

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

OMB APPROVAL

☐ 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

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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

Filed By
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1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Llewellyn, Jr., John S.			Dean Foods Company DF				☒ Director — ☐ 10% Owner — ☐ Officer (give title below) — ☐ Other (specify below)		
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year 03/31/03		☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person		
One Steamboat Lane									
(Street)			5. If Amendment, Date of Original (Month/Day/Year) 04/16/03		7. Individual or Joint/Group Filing (Check Applicable Line)		☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person		
Hingham, MA 02043									
(City) (State) (Zip)			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)	V	4. Securities Acquired (A) or Disposed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	03/31/03		A	V	655 A	0 ⁽¹⁾	1,711	D	

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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 (A) or Disposed	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form of Derivative Security: Direct	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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					of (D) (Instr. 3, 4 & 5)			Date Exer-cisable	Expira- tion Date	Title	Amount or Number of Shares	(Instr. 4)	(D) or Indirect (I) (Instr. 4)	
					Code	V	(A)	(D)						
Non-Qualified Stock Option	\$37.1600								07/01/02 ⁽²⁾	07/01/12	Common Stock	15,000		15,000 D
Non-Qualified Stock Option	\$19.2800								12/21/01	10/01/06	Common Stock	4,512		4,512 D
Non-Qualified Stock Option	\$19.7800								12/21/01	10/07/04	Common Stock	3,008		3,008 D
Non-Qualified Stock Option	\$21.1100								12/21/01	06/01/10	Common Stock	4,512		4,512 D
Non-Qualified Stock Option	\$24.8050								12/21/01	06/01/09	Common Stock	4,512		4,512 D
Non-Qualified Stock Option	\$25.9300								12/21/01	05/28/07	Common Stock	4,512		4,512 D
Non-Qualified Stock Option	\$32.8650								12/21/01	06/01/08	Common Stock	4,512		4,512 D

Explanation of Responses:

(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) All the options listed on this Table II were granted under the Issuer's Amended and Restated Stock Option and Restricted Stock Plan, and are fully vested and immediately exercisable upon grant.

By: /s/ **John S. Llewellyn, Jr.**
04/22/2003

Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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