DEAN FOODS CO/ Form 4

November 08, 2005

FORM 4

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

OMB APPROVAL

Number: 3235-0287

Synings January 31,

Expires: 2005
Estimated average

burden hours per response... 0.5

Form filed by More than One Reporting

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LLEWELLYN JOHN H JR Issuer Symbol DEAN FOODS CO/[DF] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Other (specify Officer (give title ONE STEAMBOAT LANE 11/04/2005 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

HINGHAM, MA 02043

(State)

(Zip)

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Person

						-	· •		•
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)		sed of	` ′	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	11/04/2005		M	6,768	A	\$ 10.8533	22,431	D	
Common Stock	11/04/2005		M	1,247	A	\$ 10.8533	23,678	D	
Common Stock	11/04/2005		S	2,375	D	\$ 37.02	21,303	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Edgar Filing: DEAN FOODS CO/ - Form 4

$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transactic Code (Instr. 8)	Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Ar Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy-DP003379)	\$ 10.8533	11/04/2005		M	6,768	10/21/1996(1)	10/01/2006	Common Stock
Non-Qualified Stock Option (right to buy-TO000837)	\$ 10.8533	11/04/2005		M	1,247	06/27/2005(1)	10/01/2006	Common Stock
Non-Qualified Stock Option (right to buy-DP003380)	\$ 14.5969					05/28/1996(1)	05/28/2007	Common Stock
Non-Qualified Stock Option (right to buy-TO000839)	\$ 14.5969					06/27/2005(1)	05/28/2007	Common Stock
Non-Qualified Stock Option (right to buy-DP003381)	\$ 18.5008					06/01/1998(1)	06/01/2008	Common Stock
Non-Qualified Stock Option (right to buy-TO000840)	\$ 18.5008					06/27/2005(1)	06/01/2008	Common Stock
Non-Qualified Stock Option (right to buy-DP003381)	\$ 13.9636					06/01/1999(1)	06/01/2009	Common Stock
Non-Qualified Stock Option (right to buy-TO000842)	\$ 13.9636					06/27/2005(1)	06/01/2009	Common Stock

Edgar Filing: DEAN FOODS CO/ - Form 4

Non-Qualified Stock Option (right to buy-DP003383)	\$ 11.8835	06/01/2000(1)	06/01/2010	Common Stock
Non-Qualified Stock Option (right to buy-TO000844	\$ 11.8835	06/27/2005(1)	06/01/2010	Common Stock
Non-Qualified Stock Option (right to buy-DF002169)	\$ 20.9186	07/01/2002(2)	07/01/2012	Common Stock
Non-Qualified Stock Option (right to buy-TO000648)	\$ 20.9186	06/27/2005(2)	07/01/2012	Common Stock
Non-Qualified Stock Option (right to buy-DF002879)	\$ 26.5986	06/30/2003(2)	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy-TO000777)	\$ 26.5986	06/27/2005(2)	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy-DF003668)	\$ 31.5046	06/30/2004(2)	06/30/2014	Common Stock
Non-Qualified Stock Option (right to buy-TO000787)	\$ 31.5046	06/27/2005(2)	06/30/2014	Common Stock
Non-Qualified Stock Option (right to buy-DF905922)	\$ 35.24	06/30/2005(2)	06/30/2015	Common Stock
Deferred Stock Units (DU000046)	\$ 0	06/30/2004(3)	06/30/2013	Common Stock
Deferred Stock Units (TU905760)	\$ 0	06/27/2005(3)	06/30/2013	Common Stock
Deferred Stock Units (DU000112)	\$ 0	06/30/2005(3)	06/30/2014	Common Stock

Edgar Filing: DEAN FOODS CO/ - Form 4

Deferred Stock Units (TU905807)	\$ 0	06/27/2005(3)	06/30/2014	Common Stock
Restricted Stock Units (DF905933)	\$ 0	06/30/2006(3)	06/30/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 0	Director	10% Owner	Officer	Other		
LLEWELLYN JOHN H JR						
ONE STEAMBOAT LANE	X					
HINGHAM, MA 02043						

Signatures

John S.
Llewellyn, Jr.

**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) The options were granted under the Dean Foods Company Directors Plan. The options are fully vested and immediately exercisable.
- (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.
- The reporting person has received an award of Restricted Stock Units ("RSUs") which is a right to receive shares of common stock of the (3) 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. 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.

Reporting Owners 4