DEAN FOODS CO/
Form 4
March 06, 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

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
BERNON ALAN J

(Last) (First) (Middle)

2515 MCKINNEY AVENUE, SUITE 1200

(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)
03/02/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President - Dean Dairy Group

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	03/02/2006		J		48,287	A	$ 37.66 (1)	642,731.4644	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)

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 Num Shar
Non-Qualified Stock Option (right to buy-T0000489)	$ 12.1383							01/22/2002 [2]	01/22/2011	Common Stock	33
Non-Qualified Stock Option (right to buy-T0000674)	$ 12.1383							06/27/2005 [2]	01/22/2011	Common Stock	6,
Non-Qualified Stock Option (right to buy-T0000354)	$ 17.1835							01/14/2003 [2]	01/14/2012	Common Stock	75
Non-Qualified Stock Option (right to buy-T0000616)	$ 17.1835							06/27/2005 [2]	01/14/2012	Common Stock	13
Non-Qualified Stock Option (right to buy-T0000355)	$ 17.1835							01/14/2003 [2]	01/14/2012	Common Stock	50
Non-Qualified Stock Option (right to buy-T0000604)	$ 17.1835							06/27/2005 [2]	01/14/2012	Common Stock	9,
Non-Qualified Stock Option (right to buy-DF002200)	$ 20.9355							01/06/2004 [2]	01/06/2013	Common Stock	78
Non-Qualified Stock Option (right to buy-T0000606)	$ 20.9355							06/27/2005 [2]	01/06/2013	Common Stock	14
Incentive Stock Option (right to	$ 26.3199							01/13/2005 [2]	01/13/2014	Common Stock	1,

buy-T0000015)					
Non-Qualified Stock Option (right to buy-TU000143	$ 26.3199	01/13/2005 [(2)]	10/13/2014	Common Stock	1,
Incentive Stock Option (right to buy-T0001703)	$ 26.3199	01/13/2006 [(2)]	01/13/2014	Common Stock	1
Non-Qualified Stock Option (right to buy-TU000144)	$ 26.3199	01/13/2006 [(2)]	01/13/2014	Common Stock	1
Non-Qualified Stock Option (right to buy-DF003299)	$ 26.3199	01/13/2005 [(2)]	01/13/2014	Common Stock	36
Non-Qualified Stock Option (right to buy-T0000769)	$ 26.3199	06/27/2005 [(2)]	01/13/2014	Common Stock	6,
Incentive Stock Option (right to buy-DF902106)	$ 26.8941	01/10/2006 [(2)]	01/10/2015	Common Stock	5,
Incentive Stock Option (right to buy-T0001361)	$ 26.8941	01/10/2006 [(2)]	01/10/2015	Common Stock	6
Non-Qualified Stock Option (right to buy-TU000145)	$ 26.8941	01/10/2006 [(2)]	01/10/2015	Common Stock	3
Non-Qualified Stock Option (right to buy-DF902107)	$ 26.8941	01/10/2006 [(2)]	01/10/2015	Common Stock	23
Non-Qualified Stock Option (right to buy-T0000797)	$ 26.8941	01/10/2006 [(2)]	01/10/2015	Common Stock	4,
Non-Qualified Stock Option (right to buy-)	$ 37.74	01/13/2007 [(2)]	01/13/2016	Common Stock	276
Restricted Stock Units (DU000424) [(3)]	$ 0	09/19/2006	09/19/2015	Common Stock	20

Restricted Stock Units (DU) [(3)]	$ 0	01/13/2007	01/13/2016	Common Stock	75

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERNON ALAN J 2515 MCKINNEY AVENUE, SUITE 1200 DALLAS, TX 75201	X		President - Dean Dairy Group	

Signatures

Alan J. Bernon	03/06/2006
**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) Pursuant to Reporting Person's election under Issuer's Executive Deferred Compensation Plan, Reporting Person has received shares of Issuer's common stock as a disbursement under such plan.

(2) The shares of common stock subject to the Option shall vest ratably in three equal increments commencing on the first anniversary of the grant date.

(3) A Restricted Stock Unit, which is issued under the Company's 1989 Stock Awards Plan, is a right to receive one share of common stock of the Issuer in the future, subject to the terms and conditions of the award agreement. The units 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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