DEAN FOODS CO/ Form 4

December 21, 2004

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction

1(b).

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * **GOOLSBY MICHELLE P**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Street)

DEAN FOODS CO/[DF]

(Check all applicable)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director 10% Owner X_ Officer (give title _X_ Other (specify

2515 MCKINNEY AVENUE,

08/31/2004

below) below) Exec VP, Chief Admin Officer, / General

SUITE 1200

4. If Amendment, Date Original

Counsel and Secretary 6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

DALLAS, TX 75201

(City)	(State)	(Zip) Tal	ole I - N	lon-	Derivative	Secu	rities Acquir	ed, Disposed of, o	or Beneficiall	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.	8)	4. Securit onor Dispos (Instr. 3, 4	ed of	Price	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)
Common Stock	08/31/2004		J	V	95.209	A	\$ 31.5095 (1)	14,149.4776	D	
Common Stock	09/30/2004		J	V	78.379	A	\$ 25.517 (1)	14,227.8566	D	
Common Stock	10/29/2004		J	V	76.534	A	\$ 25.3725 (1)	14,304.794 (2)	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)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. iorNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	s I	te	7. Title and A Underlying S (Instr. 3 and A	Securities
				Code V	/ (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Deferred Stock Units (3)	\$ 0					01/07/2004	01/07/2013	Common Stock	27,600
Deferred Stock Units (3)	\$ 0					01/13/2005	01/13/2014	Common Stock	20,000
Non-Qualified Stock Option (right to buy)	\$ 16.3333					08/28/1999	08/28/2008	Common Stock	75,000
Non-Qualified Stock Option (right to buy)	\$ 12.4792					01/04/2001	01/04/2010	Common Stock	50,002
Incentive Stock Option (right to buy)	\$ 14.375					01/22/2002	01/22/2011	Common Stock	66
Non-Qualified Stock Option (right to buy)	\$ 14.375					01/22/2002	01/22/2011	Common Stock	106,02
Incentive Stock Option (right to buy)	\$ 20.35					01/14/2003	01/14/2012	Common Stock	4,914
Non-Qualified Stock Option (right to buy)	\$ 20.35					01/14/2003	01/14/2012	Common Stock	115,08

(4)					
Non-Qualified Stock Option (right to buy)	\$ 20.35	01/14/2003	01/14/2012	Common Stock	75,000
Incentive Stock Option (right to buy)	\$ 24.7933	01/06/2004	01/06/2013	Common Stock	4,032
Non-Qualified Stock Option (right to buy)	\$ 24.7933	01/06/2004	01/06/2013	Common Stock	90,468
Incentive Stock Option (right to buy)	\$ 31.17	01/13/2005	01/13/2014	Common Stock	3,209
Non-Qualified Stock Option (right to buy)	\$ 31.17	01/13/2005	01/13/2014	Common Stock	56,791

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
GOOLSBY MICHELLE P 2515 MCKINNEY AVENUE, SUITE 1200 DALLAS, TX 75201			Exec VP, Chief Admin Officer,	General Counsel and Secretary			

Signatures

(4)

Michelle P.
Goolsby

**Signature of Date

**Signature of Da
Reporting Person

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) Shares purchased through Issuer's Employee Stock Purchase Plan.
- (2) Total on report adjusted by adding .4024 due to rounding of shares purchased through Issuer's Employee Stock Purchase Plan.
- (3) The reporting person has received an exempt award of Deferred Stock Units ("DSUs") under the Company's 1989 Stock Awards Plan 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 five-year period beginning on the first anniversary of the date of grant,

Reporting Owners 3

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subject to certain accelerated vesting provisions.

(4) 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.

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.