

DEAN FOODS CO/  
Form 4  
January 04, 2006

**FORM 4**

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

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NEVARES HECTOR M

(Last) (First) (Middle)  
BOLIVIA 33 -- SUITE 303  
(Street)

HATO REY, PR 00917

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
DEAN FOODS CO/ [DF]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/30/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/30/2005		A		704	A	\$ 0 (1)
					613,844	D	

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Non-Qualified Stock Option (right to buy - T0000590)	\$ 8.2329					05/13/1997 <sup>(2)</sup>	05/13/2007	Common Stock	149,000
Non-Qualified Stock Option (right to buy - T0000627)	\$ 8.2329					05/13/1997 <sup>(2)</sup>	05/13/2007	Common Stock	27,400
Non-Qualified Stock Option (right to buy - SI000781)	\$ 16.5024					06/30/1998 <sup>(2)</sup>	06/30/2008	Common Stock	22,500
Non-Qualified Stock Option (right to buy - T0000631)	\$ 16.5024					06/30/1998 <sup>(2)</sup>	06/30/2008	Common Stock	4,100
Non-Qualified Stock Option (right to buy - SI001313)	\$ 11.7864					06/30/1999 <sup>(2)</sup>	06/30/2009	Common Stock	22,500
Non-Qualified Stock Option (right to buy - T0000635)	\$ 11.7864					06/30/1999 <sup>(2)</sup>	06/30/2009	Common Stock	4,100
Non-Qualified Stock Option (right to buy - SI001804)	\$ 13.7567					06/30/2000 <sup>(2)</sup>	06/30/2010	Common Stock	22,500
Non-Qualified Stock Option (right to buy - T0000640)	\$ 13.7567					06/30/2000 <sup>(2)</sup>	06/30/2010	Common Stock	4,100
Non-Qualified Stock Option	\$ 14.9459					06/29/2001 <sup>(2)</sup>	06/29/2011	Common Stock	22,500

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(right to buy - SF002506)					
Non-Qualified Stock Option (right to buy - T0000646)	\$ 14.9459	06/29/2001 <sup>(2)</sup>	06/29/2011	Common Stock	4,1
Non-Qualified Stock Option (right to buy - DF002171)	\$ 20.9186	07/01/2002 <sup>(2)</sup>	07/01/2012	Common Stock	22,5
Non-Qualified Stock Option (right to buy - T0000655)	\$ 20.9186	07/01/2002 <sup>(2)</sup>	07/01/2012	Common Stock	4,1
Non-Qualified Stock Option (right to buy - DF002881)	\$ 26.5986	06/30/2003 <sup>(2)</sup>	06/30/2013	Common Stock	7,5
Non-Qualified Stock Option (right to buy - T0000785)	\$ 26.5986	06/30/2003 <sup>(2)</sup>	06/30/2013	Common Stock	1,3
Non-Qualified Stock Option (right to buy - DF003670)	\$ 31.5046	06/30/2004 <sup>(2)</sup>	06/30/2014	Common Stock	7,5
Non-Qualified Stock Option (right to buy - T0000796)	\$ 31.5046	06/30/2004 <sup>(2)</sup>	06/30/2014	Common Stock	1,3
Non-Qualified Stock Option (right to buy - DF905924)	\$ 35.24	06/30/2005 <sup>(2)</sup>	06/30/2015	Common Stock	7,5
Deferred Stock Units (DU000048)	\$ 0	06/30/2004 <sup>(3)</sup>	06/30/2013	Common Stock	85
Deferred Stock Units (TU905809)	\$ 0	06/30/2004 <sup>(3)</sup>	06/30/2013	Common Stock	15
Deferred Stock Units (DU000114)	\$ 0	06/30/2005 <sup>(3)</sup>	06/30/2014	Common Stock	1,7
Deferred Stock Units	\$ 0	06/30/2005 <sup>(3)</sup>	06/30/2014	Common Stock	31

