DEAN FOODS CO/ Form 4 January 04, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **NEVARES HECTOR M** Issuer Symbol DEAN FOODS CO/[DF] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Officer (give title Other (specify **BOLIVIA 33 -- SUITE 303** 12/30/2005 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 Form filed by More than One Reporting HATO REY, PR 00917 Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial Indirect (I) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common \$0 12/30/2005 704 613,844 D Α (1) Stock

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

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year			7. Title and Amount Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares	
Non-Qualified Stock Option (right to buy - T0000590)	\$ 8.2329					05/13/1997(2)	05/13/2007	Common Stock	149,	
Non-Qualified Stock Option (right to buy - T0000627)	\$ 8.2329					05/13/1997(2)	05/13/2007	Common Stock	27,4	
Non-Qualified Stock Option (right to buy - SI000781)	\$ 16.5024					06/30/1998(2)	06/30/2008	Common Stock	22,5	
Non-Qualified Stock Option (right to buy - T0000631)	\$ 16.5024					06/30/1998(2)	06/30/2008	Common Stock	4,14	
Non-Qualified Stock Option (right to buy - SI001313)	\$ 11.7864					06/30/1999(2)	06/30/2009	Common Stock	22,5	
Non-Qualified Stock Option (right to buy - T0000635)	\$ 11.7864					06/30/1999(2)	06/30/2009	Common Stock	4,14	
Non-Qualified Stock Option (right to buy - SI001804)	\$ 13.7567					06/30/2000(2)	06/30/2010	Common Stock	22,5	
Non-Qualified Stock Option (right to buy - T0000640)	\$ 13.7567					06/30/2000(2)	06/30/2010	Common Stock	4,14	
Non-Qualified Stock Option	\$ 14.9459					06/29/2001(2)	06/29/2011	Common Stock	22,5	

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					/
(right to buy - SF002506)					
Non-Qualified Stock Option (right to buy - T0000646)	\$ 14.9459	06/29/2001(2)	06/29/2011	Common Stock	4,14
Non-Qualified Stock Option (right to buy - DF002171)	\$ 20.9186	07/01/2002(2)	07/01/2012	Common Stock	22,5
Non-Qualified Stock Option (right to buy - T0000655)	\$ 20.9186	07/01/2002(2)	07/01/2012	Common Stock	4,14
Non-Qualified Stock Option (right to buy - DF002881)	\$ 26.5986	06/30/2003(2)	06/30/2013	Common Stock	7,5(
Non-Qualified Stock Option (right to buy - T0000785)	\$ 26.5986	06/30/2003(2)	06/30/2013	Common Stock	1,38
Non-Qualified Stock Option (right to buy - DF003670)	\$ 31.5046	06/30/2004(2)	06/30/2014	Common Stock	7,50
Non-Qualified Stock Option (right to buy - T0000796)	\$ 31.5046	06/30/2004(2)	06/30/2014	Common Stock	1,38
Non-Qualified Stock Option (right to buy - DF905924)	\$ 35.24	06/30/2005(2)	06/30/2015	Common Stock	7,5(
Deferred Stock Units (DU000048)	\$ 0	06/30/2004(3)	06/30/2013	Common Stock	85
Deferred Stock Units (TU905809)	\$ 0	06/30/2004(3)	06/30/2013	Common Stock	15
Deferred Stock Units (DU000114)	\$ 0	06/30/2005(3)	06/30/2014	Common Stock	1,70
Deferred Stock Units	\$ 0	06/30/2005(3)	06/30/2014	Common Stock	31

(TU905762)

Deferred Stock

Units \$ 0 (DU905935)

 $06/30/2006^{(3)}$ 06/30/2015

Common Stock

2,5

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

NEVARES HECTOR M BOLIVIA 33 -- SUITE 303 X HATO REY, PR 00917

Signatures

Hector M. 01/04/2006 Nevares

**Signature of Date 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).
- These are restricted shares issued under the Issuer'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 vesting in three increments, with the first vesting occurring as of the date the shares were issued and then annually thereafter.
- (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