

ENGLES GREGG L
Form 4
January 11, 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 *
ENGLES GREGG L

(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)
01/07/2006

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)
Chairman of the Board and

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|--|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title |
|---|------------------------------------|------------------|------------|--|-----------|---------------------------|--------------------|-----------------|
| | | | | Code | V (A) (D) | | | |
| Incentive Stock Option (right to buy-DF003302) | \$ 26.3199 | | | | | 01/13/2005 ⁽¹⁾ | 01/13/2014 | Common Stock |
| Non-Qualified Stock Option (right to buy-TU000181) | \$ 26.3199 | | | | | 01/13/2005 ⁽¹⁾ | 01/13/2014 | Common Stock |
| Incentive Stock Option (right to buy-T0003352) | \$ 26.3199 | | | | | 01/13/2005 ⁽¹⁾ | 01/13/2014 | Common Stock |
| Non-Qualified Stock Option (right to buy-TU000183) | \$ 26.3199 | | | | | 01/13/2005 ⁽¹⁾ | 01/13/2014 | Common Stock |
| Non-Qualified Stock Option (right to buy-DF003303) | \$ 26.3199 | | | | | 01/13/2005 ⁽¹⁾ | 01/13/2014 | Common Stock |
| Non-Qualified Stock Option (right to buy-T0000901) | \$ 26.3199 | | | | | 01/13/2005 ⁽¹⁾ | 01/13/2014 | Common Stock |
| Incentive Stock Option (right to buy-DF902594) | \$ 26.8941 | | | | | 01/07/2006 ⁽¹⁾ | 01/07/2015 | Common Stock |
| Incentive Stock Option (right to buy-T0001295) | \$ 26.8941 | | | | | 01/07/2006 ⁽¹⁾ | 01/07/2015 | Common Stock |
| Non-Qualified Stock Option (right to buy-TU000182) | \$ 26.8941 | | | | | 01/07/2006 ⁽¹⁾ | 01/07/2015 | Common Stock |
| Non-Qualified Stock Option (right to buy-DF902595) | \$ 26.8941 | | | | | 01/07/2006 ⁽¹⁾ | 01/07/2015 | Common Stock |
| Non-Qualified Stock Option | \$ 26.8941 | | | | | 01/07/2006 ⁽¹⁾ | 01/07/2015 | Common Stock |

(right to buy-TO000619)

| | | | | | | | | |
|--|------|------------|--|---|-----------------------|---------------------------|------------|--------------|
| Deferred Stock Units (DU000091) ⁽²⁾ | \$ 0 | | | | | 01/13/2005 ⁽²⁾ | 01/13/2014 | Common Stock |
| Deferred Stock Units (TU905752) ⁽²⁾ | \$ 0 | | | | | 01/13/2005 ⁽²⁾ | 01/13/2014 | Common Stock |
| Restricted Stock Units (DF902062) ⁽²⁾ | \$ 0 | 01/07/2006 | | M | 20,800 ⁽³⁾ | 01/07/2006 ⁽²⁾ | 01/07/2015 | Common Stock |
| Restricted Stock Units (TU905702) ⁽²⁾ | \$ 0 | 01/07/2006 | | M | 3,832 ⁽³⁾ | 01/10/2006 ⁽²⁾ | 01/10/2015 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ENGLES GREGG L 2515 MCKINNEY AVENUE, SUITE 1200 DALLAS, TX 75201 | X | | Chairman of the Board and | |

Signatures

Gregg L. Engles 01/11/2006

⁽²⁾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 shares of common stock subject to the Option vest ratably in three equal increments commencing on the first anniversary of the grant date.
A 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
- (2) Issuer in the future, subject to the terms and conditions of the award agreement. The units vest annually, on a prorata basis, over a five-year period beginning on the first anniversary date of grant, subject to certain accelerated vesting provisions.
The reporting person was entitled to receive a total of 24,632 shares of common stock of the Issuer pursuant to the vesting provisions in
- (3) the 2005 Award of Restricted Stock Units ("RSUs"). A portion of these shares (6,666) were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of 17,966 net shares of common stock.

Remarks:

CONTINUED FROM PREVIOUS FORM 4 FILED ON THIS SAME 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.