

ENGLES GREGG L
Form 4
January 18, 2006

FORM 4

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

OMB APPROVAL

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

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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)
01/13/2006

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 Indirect Ownership (Instr. 4)	
			Code	V	Amount or (D) Price			
Common Stock	01/13/2006		M		23,922 (1)	A	\$ 0	1,551,205 (1) D
Common Stock	01/13/2006		F		8,550 (1)	D	\$ 37.82	1,542,655 (1) 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)

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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 Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Shares
Non-Qualified Stock Option (right to buy-T0000589)	\$ 8.2329					05/13/1998 ⁽²⁾	05/13/2007	Common Stock	270
Non-Qualified Stock Option (right to buy-T0000692)	\$ 8.2329					05/13/1998 ⁽²⁾	05/13/2007	Common Stock	2,
Non-Qualified Stock Option (right to buy-SI000772)	\$ 16.4658					01/02/1999 ⁽²⁾	01/02/2008	Common Stock	360
Non-Qualified Stock Option (right to buy-T0000716)	\$ 16.4658					01/02/1999 ⁽²⁾	01/02/2008	Common Stock	3,
Incentive Stock Option (right to buy-SI000928)	\$ 9.9569					01/29/2000 ⁽²⁾	01/29/2009	Common Stock	25
Incentive Stock Option (right to buy-T0001588)	\$ 9.9569					01/29/2000 ⁽²⁾	01/29/2009	Common Stock	2
Non-Qualified Stock Option (right to buy-SI001255)	\$ 9.9569					01/29/2000 ⁽²⁾	01/29/2009	Common Stock	244
Non-Qualified Stock Option (right to buy-T0000681)	\$ 9.9569					01/29/2000 ⁽²⁾	01/29/2009	Common Stock	2,
Non-Qualified	\$ 9.6403					06/04/2000 ⁽²⁾	06/04/2009	Common	171

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Stock Option (right to buy-SI001308)				Stock	
Non-Qualified Stock Option (right to buy-T0000734)	\$ 9.6403	06/04/2000 ⁽²⁾	06/04/2009	Common Stock	1,
Non-Qualified Stock Option (right to buy-SI001688)	\$ 10.5374	01/04/2001 ⁽²⁾	01/04/2010	Common Stock	495
Non-Qualified Stock Option (right to buy-T0000668)	\$ 10.5374	01/04/2001 ⁽²⁾	01/04/2010	Common Stock	5,
Incentive Stock Option (right to buy-SF002260)	\$ 12.1383	01/22/2002 ⁽²⁾	01/22/2011	Common Stock	13
Incentive Stock Option (right to buy-T0002007)	\$ 12.1383	01/22/2002 ⁽²⁾	01/22/2011	Common Stock	1
Non-Qualified Stock Option (right to buy-SF002261)	\$ 12.1383	01/22/2002 ⁽²⁾	01/22/2011	Common Stock	586
Non-Qualified Stock Option (right to buy-T0000673)	\$ 12.1383	01/22/2002 ⁽²⁾	01/22/2011	Common Stock	6,
Incentive Stock Option (right to buy-DF001511)	\$ 17.1835	01/14/2003 ⁽²⁾	01/14/2012	Common Stock	4,
Incentive Stock Option (right to buy-T0002883)	\$ 17.1835	01/14/2003 ⁽²⁾	01/14/2012	Common Stock	4,
Non-Qualified Stock Option (right to buy-DF001329)	\$ 17.1835	01/14/2003 ⁽²⁾	01/14/2012	Common Stock	450
Non-Qualified Stock Option (right to buy-T0000663)	\$ 17.1835	01/14/2003 ⁽²⁾	01/14/2012	Common Stock	4,
Non-Qualified Stock Option	\$ 17.1835	01/14/2003 ⁽²⁾	01/14/2012	Common Stock	595

(right to
buy-DF001512

Non-Qualified Stock Option (right to buy-T0000675)	\$ 17.1835	01/14/2003 ⁽²⁾	01/14/2012	Common Stock	6,
Incentive Stock Option (right to buy-DF002187)	\$ 20.9355	01/06/2004 ⁽²⁾	01/06/2013	Common Stock	4,
Incentive Stock Option (right to buy-T0003517)	\$ 20.9355	01/06/2004 ⁽²⁾	06/06/2013	Common Stock	7
Non-Qualified Stock Option (right to buy-DF002188)	\$ 20.9355	01/06/2004 ⁽²⁾	01/06/2013	Common Stock	604
Non-Qualified Stock Option (right to buy-T0000656)	\$ 20.9355	01/06/2004 ⁽²⁾	01/06/2013	Common Stock	40

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 01/18/2006

**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).
 The reporting person was entitled to receive a total of 23,922 shares of common stock of the Issuer pursuant to the vesting provisions in
 (1) the 2004 Award of Restricted Stock Units ("RSUs"). A portion of these shares (8,550) were forfeited to satisfy tax obligations of the reporting person, resulting in the issuance of 15,372 net shares of common stock.
 (2) The shares of common stock subject to the Option vest ratably in three equal increments commencing on the first anniversary of the grant date.

Remarks:

CONTINUED ON SECOND 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.

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