

FROMBERG BARRY A
Form 4
February 20, 2003

FORM 4

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By
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1. Name and Address of Reporting Person* Fromberg, Barry A. (Last) (First) (Middle) 2515 McKinney Avenue, LB 30, Suite 1200 (Street) Dallas, TX 75201			2. Issuer Name and Ticker or Trading Symbol Dean Foods Company (DF)			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Vice President and Chief Financial Officer		
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year 2/18/03			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
5. If Amendment, Date of Original (Month/Day/Year)								

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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 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	02/18/03		M		26,666	A	\$18.7188			48,054		D					
Common Stock	02/18/03		S ⁽¹⁾		26,666	D	\$42.0000			21,338		D					

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise Price of	3. Transaction Date	3A. Deemed Execution Date,	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially	10. Ownership Form	11. Nature of Ownership
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(Instr. 3)	Derivative Security	(Month/Day/Year)	if any (Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)	Year	(Instr. 3 & 4)		Owned Following Reported Transaction(s) (Instr. 4)	of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	(Instr. 4)
				Code	V			Date Exer-cisable	Expira-tion Date			
Non-Qualified Stock Option (right to buy)	18.7188	02/18/03		M		26,666	01/04/01	01/04/10	Common Stock	26,666	0	D
Non-Qualified Stock Option (right to buy)	21.5625						01/22/02	01/22/11	Common Stock	67,218	67,218	D
Incentive Stock Option (right to buy)	21.5625						01/22/02	01/22/11	Common Stock	9,272	9,272	D
Incentive Stock Option (right to buy)	30.5250						01/14/03	01/14/12	Common Stock	3,276	3,276	D
Non-Qualified Stock Option (right to buy)	24.5000						07/31/99	07/31/08	Common Stock	90,000	90,000	D
Non-Qualified Stock Option (right to buy)	30.5250						01/14/03	01/14/12	Common Stock	50,000	50,000	D
Non-Qualified Stock Option (right to buy)	30.5250						01/14/03 ⁽²⁾	01/14/12	Common Stock	76,724	76,724	D

Explanation of Responses:

(1) Sale is pursuant to a 10b5-1 Sales Plan dated January 21, 2003 between Reporting Person and Bear Stearns & Co., Inc., acting as agent, to permit the orderly disposition of a portion of the Reporting Person's holdings of the Issuer's common stock, par value \$.01 per share of Dean Foods Company. Sales under the Plan commence on February 23, 2003 and end on December 31, 2003.

(2) With respect to all the Stock Options listed, the shares of common stock subject to the Options vest ratably in three equal increments commencing on the first anniversary of the grant date.

By: /s/ **Barry A. Fromberg**

February 20, 2002

Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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