DEAN FOODS CO/ Form 4 January 18, 2005

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number:

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issue FROMBERG BARRY A Symbol		r Name <b>and</b> Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer				
<i>a</i>	(F. O. A.		DEAN FOODS CO/ [DF]  3. Date of Earliest Transaction			(Check all applicable)				
(Last)	(First) (N	,		ansaction						
		(Month/I	ay/Year)				Director		6 Owner	
2515 MCKI	NNEY AVENUE	E, LB 01/13/2	01/13/2005				X Officer (give title Other (specify below)			
30, SUITE 1	200						· · · · · · · · · · · · · · · · · · ·	tive Vice Presid	lent	
	(Street)	4. If Ame	ndment, Da	te Original			6. Individual or	Joint/Group Filii	ng(Check	
		Filed(Mor	nth/Day/Year)				Applicable Line) _X_ Form filed by	1 0		
DALLAS, TX 75201						Form filed by More than One Reporting Person				
(City)	(State)	(Zip) Tabl	e I - Non-D	erivative S	Securit	ties Ac	quired, Disposed	of, or Beneficial	lly Owned	
1.Title of	2. Transaction Date	e 2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transaction	onAcquired	d (A) o	r	Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	Disposed	d of (D	)	Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)	
					(A)		Reported			
					or		Transaction(s) (Instr. 3 and 4)			
			Code V	Amount	(D)	Price	(msu. 5 anu 4)			
Common Stock	01/13/2005		M(1)	3,200	A	\$0	35,742.725	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

### Edgar Filing: DEAN FOODS CO/ - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	Secur Acqu (A) o Dispo	urities uired or oosed of rr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Stock Units (2)	\$ 0					01/07/2004	01/07/2013	Common Stock	6,
Stock Units (2)	\$ 0	01/13/2005	M <u>(1)</u>		3,200	01/13/2005	01/13/2014	Common Stock	3,2
Stock Units (2)	\$ 0					01/10/2006	01/10/2015	Common Stock	20.
Incentive Stock Option (right to buy) (3)	\$ 20.35					01/14/2003	01/14/2012	Common Stock	4,9
Incentive Stock Option (right to buy)	\$ 24.7933					01/06/2004	01/06/2013	Common Stock	4,0
Incentive Stock Option (right to buy) (3)	\$ 31.17					01/13/2005	01/13/2014	Common Stock	3,1
Non-Qualified Stock Option (right to buy)	\$ 16.3333					08/28/1999	08/28/2008	Common Stock	87,
Non-Qualified Stock Option (right to buy)	\$ 14.375					01/22/2001	01/22/2011	Common Stock	4
Non-Qualified Stock Option (right to buy)	\$ 20.35					01/14/2003	01/14/2012	Common Stock	115
Non-Qualified Stock Option (right to buy)	\$ 20.35					01/14/2003	01/14/2012	Common Stock	75,
	\$ 24.7933					01/06/2004	01/06/2013		90,

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Non-Qualified Stock Option (right to buy)				Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 31.17	01/13/2005	01/13/2014	Common Stock	46,
Non-Qualified Stock Option (right to buy)	\$ 31.85	01/07/2006	01/07/2015	Common Stock	56,

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
FROMBERG BARRY A			Executive				
2515 MCKINNEY AVENUE, LB 30, SUITE 1200			Vice				
DALLAS, TX 75201			President				

## **Signatures**

Barry A.

Fromberg 01/18/2005

\*\*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 reporting person received 3200 shares of common stock of the Issuer on the first annual vesting date of an award of Stock Units.
- 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.
- (3) The shares of common stock subject to the Option vest ratably in three equal increments commencing on the first anniversary of the grant 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.

Reporting Owners 3