Edgar Filing: GOOLSBY MICHELLE P - Form 4

GOOLSBY M	IICHELLE P										
Form 4 January 18, 20	005										
									OMB A	PROVAL	
FORM	UNITE	D STATES	S SECURITIES AND EXCHANGE C Washington, D.C. 20549					COMMISSION		3235-0287	
Check this if no longe subject to Section 16. Form 4 or Form 5 obligations may contin <i>See</i> Instruc 1(b).	Filed p	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						burden hou response	Estimated average burden hours per response 0.5		
(Print or Type Re	esponses)										
1. Name and Address of Reporting Person <u></u> GOOLSBY MICHELLE P			2. Issuer Name and Ticker or Trading Symbol DEAN FOODS CO/ [DF]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(3. Date of Earliest Transaction (Month/Day/Year) 01/13/2005					Director 10% Owner X Officer (give titleX Other (specify below) below) Exec VP, Chief Admin Officer, / General Counsel and Secretary			
				ndment, Date Original th/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
DALLAS, TY	K 75201							Form filed by M Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecurit	ties Acc	quired, Disposed of	f, or Beneficial	ly Owned	
	2. Transaction E (Month/Day/Ye	ar) Executio any		Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, Amount	(A) o of (D)	Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	01/13/2005			M <u>(1)</u>	2,942	A	\$ 0	22,146.794	D		

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)

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)	onof De Secu Acqu (A) c Disp (D)	rities nired or osed of r. 3, 4,	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securit
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Stock Units (2)	\$ 0						01/07/2004	01/07/2013	Common Stock	20
Stock Units (2)	\$ 0	01/13/2005		M <u>(1)</u>		4,000	01/13/2005	01/13/2014	Common Stock	4,
Stock Units (2)	\$ 0						01/10/2006	01/10/2015	Common Stock	20,
Incentive Stock Option (right to buy) (3)	\$ 14.375						01/22/2002	01/22/2011	Common Stock	6
Incentive Stock Option (right to buy) (3)	\$ 20.35						01/14/2003	01/14/2012	Common Stock	4,
Incentive Stock Option (right to buy) (3)	\$ 24.7933						01/06/2004	01/06/2013	Common Stock	4,
Incentive Stock Option (right to buy) (3)	\$ 31.17						01/13/2005	01/13/2014	Common Stock	3,:
Non-Qualified Stock Option (right to buy) (3)	\$ 16.3333						08/28/1999	08/28/2008	Common Stock	75.
Non-Qualified Stock Option (right to buy)	\$ 12.4792						01/04/2001	01/04/2010	Common Stock	50
Non-Qualified Stock Option (right to buy) (3)	\$ 14.375						01/22/2002	01/22/2011	Common Stock	106
	\$ 20.35						01/14/2003	01/14/2012		115

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Non-Qualified Stock Option (right to buy)				Common Stock	
(3) Non-Qualified Stock Option (right to buy) (3)	\$ 20.35	01/14/2003	01/14/2012	Common Stock	75,
Non-Qualified Stock Option (right to buy)	\$ 24.7933	01/06/2004	01/06/2013	Common Stock	90,
Non-Qualified Stock Option (right to buy) (3)	\$ 31.17	01/13/2005	01/13/2014	Common Stock	56
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						
		Director	10% Owner	Officer	Other			
GOOLSBY MICHELL 2515 MCKINNEY AVI 1200 DALLAS, TX 75201				Exec VP, Chief Admin Officer,	General Counsel and Secretary			
Signatures								
Michelle P.	01/18/2005	5						

Goolsby

**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).
- The reporting person received a net 2942 shares of common stock of the Issuer on the first annual vesting date of an award of Stock (1) 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.
- The shares of common stock subject to the Option vest ratably in three equal increments commencing on the first anniversary of the grant (3) date.

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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.