

DEAN FOODS CO/
Form 4
April 04, 2005

FORM 4

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

OMB APPROVAL

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

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 *
TURNER JIM L

(Last) (First) (Middle)

DR. PEPPER BOTTLING GROUP, 5950 SHERRY LANE STE 500

(Street)

DALLAS, TX 75225

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DEAN FOODS CO/ [DF]

3. Date of Earliest Transaction (Month/Day/Year)
03/31/2005

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)

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)
			Code	V Amount (D) Price			
Common Stock	03/31/2005		A	712 A \$ 0 (1)	166,747	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)

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

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 4.02					11/27/1997 ⁽²⁾ 07/16/2006	Common Stock 12,7
Non-Qualified Stock Option (right to buy)	\$ 4.02					11/27/1997 ⁽²⁾ 07/16/2006	Common Stock 12,7
Non-Qualified Stock Option (right to buy)	\$ 9.02					11/27/1997 ⁽²⁾ 06/10/2007	Common Stock 19,1
Non-Qualified Stock Option (right to buy)	\$ 9.02					11/27/1997 ⁽²⁾ 06/10/2007	Common Stock 19,1
Non-Qualified Stock Option (right to buy)	\$ 19.5433					06/30/1998 ⁽⁵⁾ 06/30/2008	Common Stock 11,2
Non-Qualified Stock Option (right to buy)	\$ 19.5433					06/30/1998 ⁽⁵⁾ 06/30/2008	Common Stock 11,2
	\$ 13.9583					06/30/1999 ⁽⁵⁾ 06/30/2009	11,2

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Non-Qualified Stock Option (right to buy)				Common Stock	
Non-Qualified Stock Option (right to buy)	\$ 13.9583	06/30/1999 ⁽⁵⁾	06/30/2009	Common Stock	11,2
Non-Qualified Stock Option (right to buy)	\$ 16.2917	06/30/2000 ⁽⁵⁾	06/30/2010	Common Stock	11,2
Non-Qualified Stock Option (right to buy)	\$ 16.2917	06/30/2000 ⁽⁵⁾	06/30/2010	Common Stock	11,2
Non-Qualified Stock Option (right to buy)	\$ 17.7	06/29/2001 ⁽⁵⁾	06/29/2011	Common Stock	11,2
Non-Qualified Stock Option (right to buy)	\$ 17.7	06/29/2001 ⁽⁵⁾	06/29/2011	Common Stock	11,2
Non-Qualified Stock Option (right to buy)	\$ 24.7733	07/01/2002 ⁽⁵⁾	07/01/2012	Common Stock	11,2
Non-Qualified Stock Option (right to buy)	\$ 24.7733	07/21/2002 ⁽⁵⁾	07/21/2012	Common Stock	11,2
Non-Qualified Stock Option (right to buy)	\$ 31.5	06/30/2003 ⁽⁵⁾	06/30/2013	Common Stock	3,75

Non-Qualified Stock Option (right to buy)	\$ 31.5	06/30/2003 ⁽⁵⁾	06/30/2013	Common Stock	3,75
Non-Qualified Stock Option (right to buy)	\$ 37.31	06/30/2004 ⁽⁵⁾	06/30/2014	Common Stock	7,50
Deferred Stock Units	\$ 0	06/30/2004 ⁽⁶⁾	06/30/2013	Common Stock	1,70
Deferred Stock Units	\$ 0	06/30/2005 ⁽⁶⁾	06/30/2014	Common Stock	2,55

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TURNER JIM L DR. PEPPER BOTTLING GROUP 5950 SHERRY LANE STE 500 DALLAS, TX 75225	X			

Signatures

Jim L. Turner 04/04/2005
 **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).
 - (1) These are restricted shares issued under Dean's 1997 Stock Option and Restricted Stock Plan in payment of fees owed for services as an independent director. All such shares are subject to a 3-year vesting period, with the first vesting occurring as of the date the shares were issued.
 - (2) The options were granted under a plan assumed with an acquisition and were fully vested and exercisable on the date of the acquisition.
 - (3) One-half of an existing Option was assigned by the reporting person to The Jim L. Turner 2004 Annuity Trust (an indirect holding) and the reporting person is the sole beneficiary of the trust.
 - (4) One-half of an existing Option was assigned by the reporting person to The Julie Carolyn Turner 2004 Annuity Trust (an indirect holding) and the reporting person's spouse is the sole beneficiary of the trust.
 - (5) The options were automatically granted under the Issuer's 1997 Amended and Restated Stock Option and Restricted Stock Plan, and are fully vested and immediately exercisable upon grant.
 - (6) The reporting person has received an award of Deferred Stock Units ("DSUs") which is a right to receive shares of common stock of the Issuer in the future, subject to the terms and conditions of the DSU Award Agreement. The DSUs vest annually, on a prorata basis, over a three year period beginning on the first anniversary date of the grant.

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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.
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