

DEAN FOODS CO/
Form 4
February 17, 2006

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 *
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)
02/15/2006

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/15/2006		M		50,000 (1) \$ 8.2329	A	1,647,655 D
Common Stock	02/15/2006		S		5,000 (1) \$ 37.4	D	1,642,655 D
Common Stock	02/15/2006		S		16,500 (1) \$ 37.41	D	1,626,155 D
Common Stock	02/15/2006		S		10,600 (1) \$ 37.42	D	1,615,555 D
Common Stock	02/15/2006		S		7,500 (1) \$ 37.43	D	1,608,055 D

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Common Stock	02/15/2006	S	<u>5,000</u> ⁽¹⁾	D	\$ 37.46	1,603,055	D
Common Stock	02/15/2006	S	<u>1,400</u> ⁽¹⁾	D	\$ 37.5	1,601,655	D
Common Stock	02/15/2006	S	200 ⁽¹⁾	D	\$ 37.51	1,601,455	D
Common Stock	02/15/2006	S	<u>3,600</u> ⁽¹⁾	D	\$ 37.52	1,597,855	D
Common Stock	02/15/2006	S	200 ⁽¹⁾	D	\$ 37.55	1,597,655	D
Common Stock	02/16/2006	M	<u>50,000</u> ⁽¹⁾	A	\$ 8.2329	1,647,655	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy-T0000589)	\$ 8.2329	02/15/2006		M	<u>50,000</u> ⁽¹⁾	05/13/1998 ⁽²⁾	05/13/2007	Common Stock
Non-Qualified Stock Option (right to buy-T0000589)	\$ 8.2329	02/16/2006		M	<u>50,000</u> ⁽¹⁾	05/13/1998 ⁽²⁾	05/13/2007	Common Stock
Non-Qualified Stock Option (right to buy-T0000692)	\$ 8.2329					05/13/1998 ⁽²⁾	05/13/2007	Common Stock
Non-Qualified Stock Option	\$ 16.4658					01/02/1999 ⁽²⁾	01/02/2008	Common Stock

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(right to buy-SI000772)					
Non-Qualified Stock Option (right to buy-T0000716)	\$ 16.4658		01/02/1999 ⁽²⁾	01/02/2008	Common Stock
Incentive Stock Option (right to buy-SI000928)	\$ 9.9569		01/29/2000 ⁽²⁾	01/29/2009	Common Stock
Incentive Stock Option (right to buy-T0001588)	\$ 9.9569		01/29/2000 ⁽²⁾	01/29/2009	Common Stock
Non-Qualified Stock Option (right to buy-SI001255)	\$ 9.9569		01/29/2000 ⁽²⁾	01/29/2009	Common Stock
Non-Qualified Stock Option (right to buy-T0000681)	\$ 9.9569		01/29/2000 ⁽²⁾	01/29/2009	Common Stock
Non-Qualified Stock Option (right to buy-SI001308)	\$ 9.6403		06/04/2000 ⁽²⁾	06/04/2009	Common Stock
Non-Qualified Stock Option (right to buy-T0000734)	\$ 9.6403		06/04/2000 ⁽²⁾	06/04/2009	Common Stock
Non-Qualified Stock Option (right to buy-SI001688)	\$ 10.5374		01/04/2001 ⁽²⁾	01/04/2010	Common Stock
Non-Qualified Stock Option (right to buy-T0000668)	\$ 10.5374		01/04/2001 ⁽²⁾	01/04/2010	Common Stock
Incentive Stock Option (right to buy-SF002260)	\$ 12.1383		01/22/2002 ⁽²⁾	01/22/2011	Common Stock
Incentive Stock Option (right to buy-T0002007)	\$ 12.1383		01/22/2002 ⁽²⁾	01/22/2011	Common Stock
Non-Qualified Stock Option (right to	\$ 12.1383		01/22/2002 ⁽²⁾	01/22/2011	Common Stock

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buy-SF002261)				
Non-Qualified Stock Option (right to buy-T0000673)	\$ 12.1383	01/22/2002 ⁽²⁾	01/22/2011	Common Stock
Incentive Stock Option (right to buy-DF001511)	\$ 17.1835	01/14/2003 ⁽²⁾	01/14/2012	Common Stock
Incentive Stock Option (right to buy-T0002883)	\$ 17.1835	01/14/2003 ⁽²⁾	01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy-DF001329)	\$ 17.1835	01/14/2003 ⁽²⁾	01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy-T0000663)	\$ 17.1835	01/14/2003 ⁽²⁾	01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy-DF001512)	\$ 17.1835	01/14/2003 ⁽²⁾	01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy-T0000675)	\$ 17.1835	01/14/2003 ⁽²⁾	01/14/2012	Common Stock
Incentive Stock Option (right to buy-DF002187)	\$ 20.9355	01/06/2004 ⁽²⁾	01/06/2013	Common Stock
Incentive Stock Option (right to buy-T0003517)	\$ 20.9355	01/06/2004 ⁽²⁾	06/06/2013	Common Stock
Non-Qualified Stock Option (right to buy-DF002188)	\$ 20.9355	01/06/2004 ⁽²⁾	01/06/2013	Common Stock
Non-Qualified Stock Option (right to buy-T0000656)	\$ 20.9355	01/06/2004 ⁽²⁾	01/06/2013	Common Stock

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 02/17/2006

__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).
Transaction is pursuant to a 10b5-1 Plan 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 \$0.01 per share, Dean Foods Company.
- (1) The shares of common stock subject to the Option vest ratably in three equal increments commencing on the first anniversary of the grant date.
- (2)

Remarks:

SEE SECOND FORM 4 FILED ON THIS SAME DATE -- NO TRANSACTIONS BUT CONTINUATION OF LIST OF CU

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.