DEAN FOODS CO/ Form 4 May 20, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 File obligations may continue.

See Instruction

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)

	Address of Reporting	Person * 2. Iss	uer Name aı	nd Ticker or Trading	5. Relationship of I	Reporting Pers	on(s) to
KLEIN RO	Symbo DEA		CO/ [DF]	Issuer (Check all applicable)			
(Last)	(First)	(Middle) 3. Date	of Earliest	Transaction	(0.100)	un uppriouoro	,
2515 MCF SUITE 120	KINNEY AVENU 00		n/Day/Year) /2005		DirectorX Officer (give to below) Senior V		
	(Street)	4. If A	mendment, I	Date Original	6. Individual or Joi	nt/Group Filin	g(Check
DALLAS,	TX 75201	Filed(N	Month/Day/Ye	ear)	Applicable Line) _X_ Form filed by Or Form filed by Mo Person		
(City)	(State)	(Zip) Ta	able I - Non	-Derivative Securities Acq	uired, Disposed of,	or Beneficiall	y Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired (A	5. Amount of	6.	7. Natu
Security	(Month/Day/Year)	Execution Date, if	Transacti	onor Disposed of (D)	Securities	Ownership	Indirec

(City)	(State)	Tak	ole I - No	on-l	Derivative	Secur	rities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.		4. Securit onor Dispos (Instr. 3, 4	ed of (4 and 5		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	05/19/2005		S		3,000	D	\$ 38.1	21,339.411	D	
Common Stock	05/19/2005		S		1,000	D	\$ 38.12	20,339.411	D	
Common Stock	05/19/2005		S		3,500	D	\$ 38.15	16,839.411	D	
Common Stock	12/31/2004		J	V	35.705	A	\$ 28.0075 (1)	16,875.116	D	
Common Stock	01/31/2005		J	V	33.394	A	\$ 29.9455	16,908.51	D	

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					(1)		
Common Stock	02/28/2005	J	V 34.051	A	\$ 29.3675	16,942.561	D
Common Stock	03/31/2005	J	V 34.299	A	\$ 29.155 (1)	16,976.86	D
Common Stock	04/29/2005	J	V 34.239	A	\$ 29.206 (1)	17,011.099	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)

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)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercise Expiration Date (Month/Day/Ye)	e	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 14.375					01/22/2002	01/22/2011	Common Stock	6,954
Incentive Stock Option (right to buy)	\$ 20.35					01/14/2003	01/14/2012	Common Stock	4,914
Non-Qualified Stock Option (right to buy)	\$ 20.35					01/14/2003	01/14/2012	Common Stock	40,086
Non-Qualified Stock Option (right to buy)	\$ 20.35					01/14/2003	01/14/2012	Common Stock	30,000

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Incentive Stock Option (right to buy)	\$ 24.7933	01/06/2004	01/06/2013	Common Stock	4,032
Non-Qualified Stock Option (right to buy)	\$ 24.7933	01/06/2004	01/06/2013	Common Stock	33,468
Deferred Stock Units (3)	\$ 0	01/07/2004	01/07/2013	Common Stock	10,800
Incentive Stock Option (right to buy)	\$ 31.17	01/13/2005	01/13/2014	Common Stock	3,209
Non-Qualified Stock Option (right to buy)	\$ 31.17	01/13/2005	01/13/2014	Common Stock	29,791
Deferred Stock Units (3)	\$ 0	01/13/2005	01/13/2014	Common Stock	12,000

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips						
	Director	10% Owner	Officer	Other			
KLEIN RONALD H 2515 MCKINNEY AVENUE, SUITE 1200 DALLAS, TX 75201			Senior Vice President				

Signatures

Ronald H. Klein 05/20/2005

**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) Shares purchased through Issuer's Employee Stock Purchase Plan.
- (2) The shares of common stock subject to the Option shall vest ratably in three equal increments commencing on the first anniversary of the grant date.
- (3) The reporting person has received an exempt award of Deferred Stock Units ("DSUs") under the Company's 1989 Stock Awards Plan 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 five-year period beginning on the first anniversary of the date of grant, subject to certain accelerated vesting provisions.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 3

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