

DEAN FOODS CO/
Form 4
March 21, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
FROMBERG BARRY A

(Last) (First) (Middle)
2515 MCKINNEY AVENUE, LB
30, 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)
03/20/2006

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)
Executive Vice President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/20/2006		M		3,111	A	\$ 26.8941
Common Stock	03/20/2006		M		8	A	\$ 12.1383
Common Stock	03/20/2006 ⁽¹⁾		S		15,000	D	\$ 38.35
Common Stock	03/20/2006 ⁽¹⁾		S		1,700	D	\$ 38.36
Common Stock	03/20/2006 ⁽¹⁾		S		200	D	\$ 38.37

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Common Stock	03/20/2006 ⁽¹⁾	S	2,000	D	\$ 38.38	27,531.001	D
Common Stock	03/20/2006 ⁽¹⁾	S	5,019	D	\$ 38.4	22,512.001	D
Common Stock	03/20/2006 ⁽¹⁾	S	2,300	D	\$ 38.41	20,212.001	D
Common Stock	03/20/2006 ⁽¹⁾	S	900	D	\$ 38.42	19,312.001	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. 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 Security (Instr. 3 and 4)	Amount or Number of Shares
Deferred Stock Units (DU000093) ⁽²⁾	\$ 0					01/13/2005 01/13/2014	Common Stock	9,6
Deferred Stock Units (TU905827) ⁽²⁾	\$ 0					01/13/2005 01/13/2014	Common Stock	1,7
Restricted Stock Units (DF902033) ⁽²⁾	\$ 0					01/07/2006 01/07/2015	Common Stock	16,4
Restricted Stock Units (TU905726) ⁽²⁾	\$ 0					01/07/2006 01/07/2015	Common Stock	3,0
Incentive Stock Option (right to buy - DF002195) ⁽³⁾	\$ 20.9355					01/06/2004 01/06/2013	Common Stock	4,0

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Incentive Stock Option (right to buy - T0001047) ⁽³⁾	\$ 20.9355					01/06/2004	01/06/2013	Common Stock	74
Incentive Stock Option (right to buy - DF003306) ⁽³⁾	\$ 26.3199					01/13/2005	01/13/2014	Common Stock	1,0
Incentive Stock Option (right to buy - T0001768) ⁽³⁾	\$ 26.3199					01/13/2005	01/13/2014	Common Stock	19
Incentive Stock Option (right to buy - DF902167) ⁽³⁾	\$ 26.8941					01/07/2006	01/07/2015	Common Stock	5,2
Incentive Stock Option (right to buy - T0001365) ⁽³⁾	\$ 26.8941					01/07/2006	01/07/2015	Common Stock	64
Non-Qualified Stock Option (right to buy - T0003349) ⁽³⁾	\$ 12.1383	03/20/2006		M	8	01/22/2002	01/22/2011	Common Stock	8
Non-Qualified Stock Option (right to buy - DF003307) ⁽³⁾	\$ 26.3199					01/13/2005	01/13/2014	Common Stock	31,
Non-Qualified Stock Option (right to buy - TU000197) ⁽³⁾	\$ 26.3199					01/13/2005	01/13/2014	Common Stock	1,0
Non-Qualified Stock Option (right to buy - T0000695) ⁽³⁾	\$ 26.3199					01/13/2005	01/13/2014	Common Stock	5,7
Non-Qualified Stock Option (right to buy - TU000198) ⁽³⁾	\$ 26.3199					01/13/2005	01/13/2014	Common Stock	19
Non-Qualified Stock Option (right to buy - DF902168) ⁽³⁾	\$ 26.8941					01/07/2006	01/07/2015	Common Stock	32,
	\$ 26.8941	03/20/2006		M	3,111	01/07/2006	01/07/2015		3,1

