DEAN FOODS CO/ Form 4/A February 28, 2003

## FORM 4

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

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

#### **OMB APPROVAL**

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

> Filed By Romeo and Dye's Section 16 Filer www.section16.net

1. Name and Ad			ame and Ti Is Compan		F	6. Relationship of Reporting Person(s)						
Engles, Gregg I (Last)  2515 McKinney	of Rep	ortin	entification g Person, (voluntary)		Mont	tement for h/Day/Year lary 20, 2003	to Issuer (Check all applicable)  X Director  10% Owner  X Officer (give title below)  Other (specify below)					
									Chairman of the Chief Executive			
	(Street)						5. If A	Amendment, 7	7. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting			
Dallas, TX 7520	)1											
,							Febr	uary 21, 2003	Person			
					_	Form filed by More than One						
								Reporting Person				
(City)	(State)	(Zip)		<b>Tab</b> l	le I Non-	Deriva	ative Secur	ities Acquired, Dispose	ed of, or Bene	ficially Owned		
1. Title of	2. Trans-	2A. Deemed	3. Trans	s-	4. Securitie	es Acq	uired (A)	5. Amount of	6. Owner-	7. Nature of		
Security	action	Execution	action		or Dispose	d of (I	<b>)</b> )	Securities	ship Form:	Indirect		
(Instr. 3)	Date	Date,	Code		(Instr. 3, 4	& 5)		Beneficially	Direct (D)	Beneficial		
	(Month/ Day/	if any	(Instr. 8	3)				Owned Follow-	or Indirect	Ownership		
	Year)	(Month/Day/	Code	V	Amount	(A)	Price	ing Reported	(I)	(Instr. 4)		
		Year)				or		Transactions(s)	(Instr. 4)			
						(D)		(Instr. 3 & 4)				
Common Stock	02/20/03		S		30,000	D	\$42.50 <sup>(1)</sup>	1,119.49	0 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

## FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

1	1. Title of	2. Conver-	3.	3A.	4.	5.	6. Date Exercisable	7. Title and	8. Price of	9. Number of	10.	11. Natui
I	Derivative	sion or	Trans-	Deemed	Trans-	Number	rand Expiration	Amount of	Derivative	Derivative	Owner-	of Indire
Ç	Security	Exercise	action	Execution	action	of	Date	Underlying	Security	Securities	ship	Beneficia
	,	Price of	Date	Date,	Code	Derivati	i(Melonth/Day/	Securities	(Instr. 5)	Beneficially	Form	Ownersh
(	(Instr. 3)	Derivative	1 '	if any	1 '	Securitie	<b>Y</b> ear)	(Instr. 3 & 4)		Owned	of Deriv-	(Instr. 4)
	,	Security	(Month/	(Month/	(Instr.	Acquire	<b>#</b> '			Following	ative	1 '
	,	1 '	Day/	Day/	8)	(A) or	'	'		Reported	Security:	1

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Edgar Filing: DEAN FOODS CO/ - Form 4/A

	Year)	Year)	Year)	(In 3, 5)			r.	<u>H</u>				Transact (Instr. 4)		Direct (D) or Indirect (I) (Instr. 4)	
				Code	V (	A) (		Date Exer-cisable	Expira- tion Date	Title	Amount or Number of Shares				
Incentive Stock Option	\$17.6875							01/29/00		Common Stock	16,800		16,800	D	
Incentive Stock Option	\$21.5625							01/22/02		Common Stock	9,316		9,316	D	
Incentive Stock Option	\$30.5250							01/14/03	01/14/12	Common Stock	3,276		3,276	D	
Non-Qualified Stock Option	\$14.6250							05/13/98		Common Stock	600,000	6	00,000	D	
Non-Qualified Stock Option	\$17.1250							06/04/00	06/04/09	Common Stock	114,000	1	14,000	D	
Non-Qualified Stock Option	\$17.6875							01/29/00	01/29/09	Common Stock	163,200	1	63,200	D	
Non-Qualified Stock Option	\$18.7188							01/04/01	04/04/10	Common Stock	330,000	3	30,000	D	
Non-Qualified Stock Option	\$21.5625							01/22/02	01/22/11	Common Stock	390,684	3	90,684	D	
Non-Qualified Stock Option	\$29.2500							01/02/99	01/02/08	Common Stock	240,000	2	40,000	D	
Non-Qualified Stock Option	\$30.5250							01/14/03	01/14/12	Common Stock	696,724	6	96,724	D	

Explanation of Responses:

(1) Sale is pursuant to a 10b5-1 Sales Plan dated October 23, 2002 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 \$.01 per share of Dean Foods Company. The Sales Plan authorizes Bear Stearns to sell 120,000 share sof stock commencing on November 12, 2002, at a rate of 30,000 shares per fiscal quarter.

By: /s/ Gregg L. Engles

February 28, 2003

Date

\*\*Signature of Reporting Person

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

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 Number.

<sup>\*\*</sup>Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).