

ENGLES GREGG L
Form 4
February 13, 2006

FORM 4

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

OMB APPROVAL

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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 *
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)
02/10/2006

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)
				(A) or (D)	Price		
Common Stock	02/10/2006		M	53,100	A \$ 8.2329	1,595,755	D
Common Stock	02/10/2006		S ⁽¹⁾	53,100	D \$ 38.5	1,542,655	D

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

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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	02/10/2006		M	53,100	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 (right to buy-SI000772)	\$ 16.4658					01/02/1999 ⁽²⁾	01/02/2008	Common Stock
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

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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 buy-SF002261)	\$ 12.1383	01/22/2002 ⁽²⁾	01/22/2011	Common Stock
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
	\$ 17.1835	01/14/2003 ⁽²⁾	01/14/2012	

Non-Qualified Stock Option (right to buy-T0000675)					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 02/13/2006
 **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).
- (1) Sale is pursuant to a 10b5-1 Sales 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.
- (2) The shares of common stock subject to the Option vest ratably in three equal increments commencing on the first anniversary of the grant date.

Remarks:

CONTINUED ON SECOND FORM 4 FILED ON THIS SAME DATE.

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.