DEAN FOODS CO/ Form 4

November 08, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations

may continue. See Instruction 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

1(b).

Common

Stock

11/04/2005

(Print or Type Responses)

(Fint of Type	responses)										
1. Name and Address of Reporting Person * FROMBERG BARRY A			2. Issuer Name and Ticker or Trading Symbol DEAN FOODS CO/ [DF]				' 5	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction			(Check all applicable)					
, , ,	INNEY AVENUI	ŕ		Day/Year)				DirectorX Officer (give below) Execution		Owner er (specify	
	(Street)		4. If Ame	endment, Da	ate Original	1		6. Individual or Jo	oint/Group Filin	g(Check	
DALLAS,	ГХ 75201		Filed(Mo	nth/Day/Year	·)			Applicable Line) _X_ Form filed by 0 Form filed by N Person			
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative :	Securi	ities Acqu	iired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	med 3. 4. Securities Acquired on Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8)		of (D)	Securities Ownership Beneficially Form: Direct Owned (D) or		7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	11/04/2005			M	31,500	A	\$0	64,588.001	D		
Common Stock	11/04/2005			S	2,000	D	\$ 37.15	62,588.001	D		
Common Stock	11/04/2005			S	3,500	D	\$ 37.2	59,088.001	D		
Common Stock	11/04/2005			S	1,000	D	\$ 37.21	58,088.001	D		

S

3,500

54,588.001

D

OMB APPROVAL

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January 31,

2005

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Common Stock	11/04/2005	S	4,000	D	\$ 37.25	50,588.001	D
Common Stock	11/04/2005	S	9,500	D	\$ 37.3	41,088.001	D
Common Stock	11/04/2005	S	3,000	D	\$ 37.33	38,088.001	D
Common Stock	11/04/2005	S	5,000	D	\$ 37.35	33,088.001	D

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

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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)	Secur Secur Acqu or Di (D)	rities ired (A) sposed of : 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and A	Secur
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nu Sha
Deferred Stock Units (DU000093)	\$ 0						01/13/2005	01/13/2014	Common Stock	12
Deferred Stock Units (TU905827) (1)	\$ 0						01/13/2005	01/13/2014	Common Stock	2
Restricted Stock Units (DF902033) (1)	\$ 0						01/07/2006	01/07/2015	Common Stock	20
Restricted Stock Units (TU905726) (1)	\$ 0						01/07/2006	01/07/2015	Common Stock	3
Incentive Stock Option (right to buy - DF002195) (2)	\$ 20.9355						01/06/2004	01/06/2013	Common Stock	4
	\$ 20.9355						01/06/2004	01/06/2013		

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Incentive Stock Option (right to buy - T0001047) (2)				Common Stock	
Incentive Stock Option (right to buy - DF003306) (2)	\$ 26.3199	01/13/2005	01/13/2014	Common Stock	1
Incentive Stock Option (right to buy - T0001768) (2)	\$ 26.3199	01/13/2005	01/13/2014	Common Stock	
Incentive Stock Option (right to buy - DF902167) (2)	\$ 26.8941	01/07/2006	01/07/2015	Common Stock	5
Incentive Stock Option (right to buy - T0001365) (2)	\$ 26.8941	01/07/2006	01/07/2015	Common Stock	
Non-Qualified Stock Option (right to buy - T0000579) (2)	\$ 13.7918	07/31/1999	07/31/2008	Common Stock	3
Non-Qualified Stock Option (right to buy - T0000608) (2)	\$ 13.7918	07/31/1999	07/31/2008	Common Stock	13
Non-Qualified Stock Option (right to buy - T0000499) (2)	\$ 12.1383	01/22/2002	01/22/2011	Common Stock	
Non-Qualified Stock Option (right to buy - T0003349) (2)	\$ 12.1383	01/22/2002	01/22/2011	Common Stock	
Non-Qualified Stock Option (right to buy - DF001523) (2)	\$ 17.1835	01/14/2003	01/14/2012	Common Stock	11
Non-Qualified Stock Option (right to buy - T0000623) (2)	\$ 17.1835	01/14/2003	01/14/2012	Common Stock	2
	\$ 17.1835	01/14/2003	01/14/2012		75

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Non-Qualified Stock Option (right to buy - DF001332) (2)							Common Stock	
Non-Qualified Stock Option (right to buy - T0000613) (2)	\$ 17.1835				01/14/2003	01/14/2012	Common Stock	13
Non-Qualified Stock Option (right to buy - DF002196) (2)	\$ 20.9355	11/04/2005	M	153	01/06/2004	01/06/2013	Common Stock	
Non-Qualified Stock Option (right to buy - T0000609) (2)	\$ 20.9355	11/04/2005	M	11,609	01/06/2004	01/06/2013	Common Stock	11
Non-Qualified Stock Option (right to buy - DF003307) (2)	\$ 26.3199	11/04/2005	M	15,597	01/13/2005	01/13/2014	Common Stock	15
Non-Qualified Stock Option (right to buy - TU000197) (2)	\$ 26.3199	11/04/2005	М	1,070	01/13/2005	01/13/2014	Common Stock	1
Non-Qualified Stock Option (right to buy - T0000695) (2)	\$ 26.3199	11/04/2005	М	2,874	01/13/2005	01/13/2014	Common Stock	2
Non-Qualified Stock Option (right to buy - TU000198) (2)	\$ 26.3199	11/04/2005	M	197	01/13/2005	01/13/2014	Common Stock	
Non-Qualified Stock Option (right to buy - DF902168) (2)	\$ 26.8941				01/07/2006	01/07/2015	Common Stock	50
Non-Qualified Stock Option (right to buy - T0000699) (2)	\$ 26.8941				01/07/2006	01/07/2015	Common Stock	9
Non-Qualified Stock Option (right to buy - TU000199) (2)	\$ 26.8941				01/07/2006	01/07/2015	Common Stock	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FROMBERG BARRY A 2515 MCKINNEY AVENUE, LB 30, SUITE 1200 DALLAS, TX 75201 Executive Vice President

Signatures

Barry A.

Fromberg 11/08/2005

**Signature of Reporting Person Date

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).
- Sales are pursuant to a 10b5-1 Sales Plan dated November 29, 2004 between reporting person and Bear Stearns & Co., Inc., acting as (1) 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
- (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.

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