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

DEAN FOOI	DS CO/												
Form 4	~~~												
October 04, 2													
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									r	PPROVAL			
	UNITED	SIAIE		hington				NGE (		OMB Number:	3235-0287		
Check this	s box		<b>v v a</b> 5	migton	<b>I</b> , D						January 31,		
if no long	er STATEN	IENT O	F CHAN	GES IN	I BI	ENEFI	CIAI	L OW	NERSHIP OF	Expires:	2005		
subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated a burden hou						
	Form 4 or						response	•					
Form 5	Filed pur	suant to	Section 16	6(a) of th	he S	Securiti	es Ex	chang	ge Act of 1934,	•			
obligation may conti		a) of the	Public Ut	ility Hol	ldin	ng Com	pany	Act o	f 1935 or Sectio	n			
See Instru		30(h)	of the Inv	vestmen	t Co	ompany	y Act	of 19	40				
1(b).													
(Defined and Trans & D	)												
(Print or Type R	(esponses)												
1. Name and Address of Reporting Person <u>*</u> HARDIN JOSEPH S JR			2 Issuer	2. Issuer Name and Ticker or Trading					5. Relationship of Reporting Person(s) to				
			Symbol DEAN FOODS CO/ [DF]					5	Issuer				
(Last)	(First) (N	Aiddle)	3. Date of Earliest Transaction					(Chec	Check all applicable)				
(Lust)	(1150) (1	(fidule)	(Month/Day/Year)					X Director 10% Owner					
820 PICACHO LANE			09/30/2005					Officer (give title Other (specify					
									below) below)				
(Street)			4. If Amendment, Date Original						6. Individual or Joint/Group Filing(Check				
File				filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person				
SANTA BA	RBARA, CA 93	108								More than One R			
Sintin Dit		100							Person				
(City)	(State)	(Zip)	Table	e I - Non-	Der	ivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of	2. Transaction Date	e 2A. Dee	emed	3.	4	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Executi	on Date, if			onAcquired (A) or			Securities Beneficially Owned		Indirect Beneficial Ownership		
(Instr. 3)		any (Month)	/Day/Year)	CodeDisposed of (D)/Year)(Instr. 8)(Instr. 3, 4 and 5)									
		(INIOIIIII)	(Day/Tear)	(Instr. o	)	(111501. 5,	4 and 5)		Following	(Instr. 4)	(Instr. 4)		
							(A)		Reported	. ,	. ,		
							or		Transaction(s) (Instr. 3 and 4)				
				Code	V.	Amount	(D)	Price	(IIISU: 5 and 4)				
Common	09/30/2005			А	V	1,098	А	\$0	45,014 <u>(2)</u>	D			
Stock						,		(1)	· _				
Common									2,350	Ι	by Family		
Stock									2,330	1	Trusts		

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

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

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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. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year			7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of S	
Non-Qualified Stock Option (right to buy-SI000775)	\$ 16.5024					06/30/1998 <u>(3)</u>	06/30/2008	Common Stock	22,	
Non-Qualified Stock Option (right to buy-TO000724)	\$ 16.5024					06/30/1998 <u>(3)</u>	06/30/2008	Common Stock	4,1	
Non-Qualified Stock Option (right to buy-TO000564)	\$ 11.7864					06/30/1999 <u>(3)</u>	06/30/2009	Common Stock	9,5	
Non-Qualified Stock Option (right to buy-TO000733)	\$ 11.7864					06/30/1999 <u>(3)</u>	06/30/2009	Common Stock	1,1	
Non-Qualified Stock Option (right to buy-SI001802)	\$ 13.7567					06/30/2000 <u>(3)</u>	06/30/2010	Common Stock	22,	
Non-Qualified Stock Option (right to buy-TO000637)	\$ 13.7567					06/30/2000 <u>(3)</u>	06/30/2010	Common Stock	4,1	
Non-Qualified Stock Option (right to buy-SF002504)	\$ 14.9459					06/29/2001 <u>(3)</u>	06/29/2011	Common Stock	22,	
Non-Qualified Stock Option (right to buy-TO000642)	\$ 14.9459					06/29/2001 <u>(3)</u>	06/29/2011	Common Stock	4,1	
	\$ 20.9186					07/01/2002(3)	07/01/2012		22,	

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Non-Qualified Stock Option (right to buy-DF002167)				Common Stock	
Non-Qualified Stock Option (right to buy-TO000649)	\$ 20.9186	07/01/2002(3)	07/01/2012	Common Stock	4,1
Non-Qualified Stock Option (right to buy-DF002877)	\$ 26.5986	06/30/2003 <u>(3)</u>	06/30/2013	Common Stock	7,
Non-Qualified Stock Option (right to buy-TO000778)	\$ 26.5986	06/30/2003 <u>(3)</u>	06/30/2013	Common Stock	1,3
Non-Qualified Stock Option (right to buy-DF003665)	\$ 31.5046	06/30/2004 <u>(3)</u>	06/30/2014	Common Stock	7,
Non-Qualified Stock Option (right to buy-TO000788)	\$ 31.5046	06/30/2004 <u>(3)</u>	06/30/2014	Common Stock	1,3
Non-Qualified Stock Option (right to buy-DF905919)	\$ 35.24	06/30/2005 <u>(3)</u>	06/30/2015	Common Stock	7,
Deferred Stock Units (DU000043)	\$ 0	06/30/2004 <u>(4)</u>	06/30/2013	Common Stock	8.
Deferred Stock Units (TU905804)	\$ 0	06/30/2004(4)	06/30/2013	Common Stock	1:
Deferred Stock Units (DU000109)	\$ 0	06/30/2005 <u>(4)</u>	06/30/2014	Common Stock	1,1
Deferred Stock Units (TU905757)	\$ 0	06/30/2005 <u>(4)</u>	06/30/2014	Common Stock	3
Restricted Stock Units (DF905930)	\$ 0	06/30/2006 <u>(4)</u>	06/30/2015	Common Stock	2,5

# **Reporting Owners**

Reporting Person

RelationshipReporting Owner Name / AddressDirector10% OwnerOfficerOtherDirector10% OwnerOfficerOtherHARDIN JOSEPH S JR<br/>\$20 PICACHO LANEXVertexVertexVertexSANTA BARBARA, CA 93108XVertexVertexVertexSignaturess10/04/2005VertexVertexVertex\*\*Signature ofDateDateVertexVertex

## **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).

These are restricted shares issued under the Issuer's 1997 Stock Option and Restricted Stock Plan in payment of fees owed for services as(1) an independent director. All such shares are subject to a three-year vesting period, with the first vesting occurring as of the date the shares were issued.

Due to the spin-off of the Issuer's Specialty Foods Division on June 27, 2005, the Amount of Securities Beneficially Owned Following(2) Reported Transaction includes 157 vested Restricted Stock Units to correct the number of units granted to restore the post-spin value of the award to the pre-spin value of the award.

(3) The options were granted automatically under the Issuer's 1997 Amended and Restated Stock Option and Restricted Stock Plan, and are fully vested and immediately exercisable upon grant.

The reporting person has received an award of Restricted Stock Units ("RSUs") which is a right to receive shares of common stock of the(4) Issuer in the future, subject to the terms and conditions of the RSU Award Agreement. The RSUs vest annually, on a prorata basis, over a three year period beginning on the first anniversary date of the grant.

(5) The number of RSUs has been amended to correct the number of RSUs granted to restore the post-spin value of the award to the pre-spin value of the award.

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.