

PENDER P EUGENE
Form 4
October 25, 2002

FORM 4

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

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL
OWNERSHIP**

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

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

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www.section16.net

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
Pender, P. Eugene			Dean Foods Company (DF)				<input checked="" type="checkbox"/> Director — <input type="checkbox"/> 10% Owner — <input type="checkbox"/> Officer (give title below) — <input type="checkbox"/> Other (specify below) —		
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year		5. If Amendment, Date of Original (Month/Day/Year)		
2807 Ranch Road 2831									
(Street)			7. Individual or Joint/Group Filing (Check Applicable Line)			<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
Marble Falls, TX 78654									
(City) (State) (Zip)			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 & 5)	5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	10/23/02		A V	293 A	(1) 3784	D			
Common Stock					800	I	by Corporation		
Common Stock					4,000	I	by Managed Account		
Common Stock					1,900	I	by Trust		

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

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

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FORM 4 (continued) 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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)		6. Date Exercisable and Expiration Date Month/Day/ Year		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Owner- ship Form of Deriv- ative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Non-Qualified Stock Option (right to buy)	\$8.6250							06/28/96	06/28/06	Common Stock	6,900		6,900	D	
Non-Qualified Stock Option (right to buy)	\$19.8150							06/30/97	06/30/07	Common Stock	15,000		15,000	D	
Non-Qualified Stock Option (right to buy)	29.3150							06/30/98	06/30/08	Common Stock	15,000		15,000	D	
Non-Qualified Stock Option (right to buy)	\$20.9375							06/30/99	06/30/09	Common Stock	15,000		15,000	D	
Non-Qualified Stock Option (right to buy)	\$24.4375							06/30/00	06/30/10	Common Stock	15,000		15,000	D	
Non-Qualified Stock Option (right to buy)	\$26.5500							06/29/01	06/29/11	Common Stock	15,000		15,000	D	
Non-Qualified Stock Option (right to buy)	\$37.16							07/01/02	07/01/12	Common Stock	15,000		15,000	D	

Explanation of Responses:

(1) These are restricted shares issued under Suiza's 1997 Stock Option and Restricted Stock Plan in payment of fees owed for services as an independent director. All such shares are subject to a 3-year vesting period, with the first vesting occurring as of the dates the shares were earned.

By: /s/ **P. Eugene Pender**

10/25/02

Date

**Signature of Reporting Person

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

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

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