DEAN FOODS CO/ Form 4

February 17, 2006

FORM 4

Check this box

if no longer

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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subject to **SECURITIES** Section 16. Form 4 or obligations

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).

(City)

(State)

(7:-

Form 5

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ENGLES GREGG L Issuer Symbol DEAN FOODS CO/[DF] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X_ Director 10% Owner X_ Officer (give title Other (specify 2515 MCKINNEY AVENUE, 02/15/2006 below) **SUITE 1200** Chairman of the Board and (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting DALLAS, TX 75201 Person

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (` ′	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/15/2006		M	50,000 (1)	A	\$ 8.2329	1,647,655	D	
Common Stock	02/15/2006		S	5,000 (1)	D	\$ 37.4	1,642,655	D	
Common Stock	02/15/2006		S	16,500 (1)	D	\$ 37.41	1,626,155	D	
Common Stock	02/15/2006		S	10,600 (1)	D	\$ 37.42	1,615,555	D	
Common Stock	02/15/2006		S	7,500 (1)	D	\$ 37.43	1,608,055	D	

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Common Stock	02/15/2006	S	5,000 (1)	D	\$ 37.46	1,603,055	D
Common Stock	02/15/2006	S	1,400 (1)	D	\$ 37.5	1,601,655	D
Common Stock	02/15/2006	S	200 (1)	D	\$ 37.51	1,601,455	D
Common Stock	02/15/2006	S	3,600 (1)	D	\$ 37.52	1,597,855	D
Common Stock	02/15/2006	S	200 (1)	D	\$ 37.55	1,597,655	D
Common Stock	02/16/2006	M	50,000 (1)	A	\$ 8.2329	1,647,655	D

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

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SEC 1474

(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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Underlying (Instr. 3 and
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy-T0000589)	\$ 8.2329	02/15/2006		M	50,000 (1)	05/13/1998(2)	05/13/2007	Common Stock
Non-Qualified Stock Option (right to buy-T0000589	\$ 8.2329	02/16/2006		M	50,000 (1)	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	\$ 16.4658					01/02/1999(2)	01/02/2008	Common Stock

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(right to buy-SI000772)				
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
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	\$ 12.1383	01/22/2002(2)	01/22/2011	Common Stock

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buy-SF002261)				
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
Non-Qualified Stock Option (right to buy-T0000675)	\$ 17.1835	01/14/2003(2)	01/14/2012	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						
. 0	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 02/17/2006

**Signature of 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).
- Transaction is pursuant to a 10b5-1 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
- (1) 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:

SEE SECOND FORM 4 FILED ON THIS SAME DATE -- NO TRANSACTIONS BUT CONTINUATION OF LIST OF CU

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.

Reporting Owners 5