

DEAN FOODS CO/
Form 4
May 09, 2006

FORM 4

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

OMB APPROVAL

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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 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 *
BERNON ALAN J

(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)
05/05/2006

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)

President - Dean Dairy Group

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/05/2006		P		3,500	A	\$ 36.7
Common Stock	01/31/2006		J(1)	V	215.078	A	\$ 36.0335
Common Stock	02/28/2006		J(1)	V	217.718	A	\$ 35.5965
Common Stock	03/31/2006		J(1)	V	155.875	A	\$ 36.8885

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)	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 (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy-T0000489)	\$ 12.1383					01/22/2002 ⁽²⁾ 01/22/2011	Common Stock
Non-Qualified Stock Option (right to buy-T0000674)	\$ 12.1383					06/27/2005 ⁽²⁾ 01/22/2011	Common Stock
Non-Qualified Stock Option (right to buy-T0000354)	\$ 17.1835					01/14/2003 ⁽²⁾ 01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy-T0000616)	\$ 17.1835					06/27/2005 ⁽²⁾ 01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy-T0000355)	\$ 17.1835					01/14/2003 ⁽²⁾ 01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy-T0000604)	\$ 17.1835					06/27/2005 ⁽²⁾ 01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy-DF002200)	\$ 20.9355					01/06/2004 ⁽²⁾ 01/06/2013	Common Stock
Non-Qualified Stock Option	\$ 20.9355					06/27/2005 ⁽²⁾ 01/06/2013	Common Stock

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(right to buy-T0000606)								
Incentive Stock Option (right to buy-T0000015)	\$ 26.3199					01/13/2005 ⁽²⁾	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy-TU000143)	\$ 26.3199					01/13/2005 ⁽²⁾	10/13/2014	Common Stock
Incentive Stock Option (right to buy-T0001703)	\$ 26.3199					01/13/2006 ⁽²⁾	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy-TU000144)	\$ 26.3199					01/13/2006 ⁽²⁾	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy-DF003299)	\$ 26.3199					01/13/2005 ⁽²⁾	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy-T0000769)	\$ 26.3199					06/27/2005 ⁽²⁾	01/13/2014	Common Stock
Incentive Stock Option (right to buy-DF902106)	\$ 26.8941					01/10/2006 ⁽²⁾	01/10/2015	Common Stock
Incentive Stock Option (right to buy-T0001361)	\$ 26.8941					01/10/2006 ⁽²⁾	01/10/2015	Common Stock
Non-Qualified Stock Option (right to buy-TU000145)	\$ 26.8941					01/10/2006 ⁽²⁾	01/10/2015	Common Stock
Non-Qualified Stock Option (right to buy-DF902107)	\$ 26.8941					01/10/2006 ⁽²⁾	01/10/2015	Common Stock
Non-Qualified Stock Option (right to buy-T0000797)	\$ 26.8941					01/10/2006 ⁽²⁾	01/10/2015	Common Stock
Incentive Stock Option (right to buy-DF004887)	\$ 37.74	01/13/2006		A	2,878 ⁽³⁾	01/13/2007 ⁽²⁾	01/13/2016	Common Stock

Non-Qualified Stock Option (right to buy-DF004888)	\$ 37.74	01/13/2006	A	273,122 (3)	01/13/2007 ⁽²⁾	01/13/2016	Common Stock
Restricted Stock Units (DU000424) ⁽⁴⁾	\$ 0				09/19/2006 ⁽⁴⁾	09/19/2015	Common Stock
Restricted Stock Units (DU003750) ⁽⁴⁾	\$ 0				01/13/2007 ⁽⁴⁾	01/13/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERNON ALAN J 2515 MCKINNEY AVENUE, SUITE 1200 DALLAS, TX 75201	X		President - Dean Dairy Group	

Signatures

Alan J. Bernon 05/09/2006

 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).
- (1) Shares purchased through Issuer's Employee Stock Purchase Plan.
- (2) The shares of common stock subject to the Option shall vest ratably in three equal increments commencing on the first anniversary of the grant date.
- (3) The shares were previously reported as a total grant of 276,000 non-qualified stock options; the grant was revised to 2,878 incentive stock options and 273,122 non-qualified stock options.
- (4) A Restricted Stock Unit, which is issued under the Company's 1989 Stock Awards Plan, is a right to receive one share of common stock of the Issuer in the future, subject to the terms and conditions of the award agreement. The units vest annually, on a prorata basis, over a three-year period beginning on the first anniversary of the date of grant.

Remarks:

This amendment is being filed to correct the number of shares beneficially owned following the reported transaction as noted in

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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