

DEAN FOODS CO/
Form 4/A
March 08, 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)
03/02/2006

4. If Amendment, Date Original Filed(Month/Day/Year)
03/06/2006

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	(D)	Price
Common Stock	03/02/2006		J		48,287	A	\$ 37.66
					<u>(1)</u> <u>(2)</u>		<u>(1)</u> <u>(2)</u>
							594,444.4644
						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)

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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, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Non-Qualified Stock Option (right to buy-T0000489)	\$ 12.1383					01/22/2002 ⁽³⁾	01/22/2011	Common Stock	33
Non-Qualified Stock Option (right to buy-T0000674)	\$ 12.1383					06/27/2005 ⁽³⁾	01/22/2011	Common Stock	6,
Non-Qualified Stock Option (right to buy-T0000354)	\$ 17.1835					01/14/2003 ⁽³⁾	01/14/2012	Common Stock	75
Non-Qualified Stock Option (right to buy-T0000616)	\$ 17.1835					06/27/2005 ⁽³⁾	01/14/2012	Common Stock	13
Non-Qualified Stock Option (right to buy-T0000355)	\$ 17.1835					01/14/2003 ⁽³⁾	01/14/2012	Common Stock	50
Non-Qualified Stock Option (right to buy-T0000604)	\$ 17.1835					06/27/2005 ⁽³⁾	01/14/2012	Common Stock	9,
Non-Qualified Stock Option (right to buy-DF002200)	\$ 20.9355					01/06/2004 ⁽³⁾	01/06/2013	Common Stock	78
Non-Qualified Stock Option (right to buy-T0000606)	\$ 20.9355					06/27/2005 ⁽³⁾	01/06/2013	Common Stock	14
Incentive Stock Option (right to	\$ 26.3199					01/13/2005 ⁽³⁾	01/13/2014	Common Stock	1,

buy-T0000015)					
Non-Qualified Stock Option (right to buy-TU000143	\$ 26.3199	01/13/2005 ⁽³⁾	10/13/2014	Common Stock	1,
Incentive Stock Option (right to buy-T0001703)	\$ 26.3199	01/13/2006 ⁽³⁾	01/13/2014	Common Stock	1
Non-Qualified Stock Option (right to buy-TU000144)	\$ 26.3199	01/13/2006 ⁽³⁾	01/13/2014	Common Stock	1
Non-Qualified Stock Option (right to buy-DF003299)	\$ 26.3199	01/13/2005 ⁽³⁾	01/13/2014	Common Stock	36
Non-Qualified Stock Option (right to buy-T0000769)	\$ 26.3199	06/27/2005 ⁽³⁾	01/13/2014	Common Stock	6,
Incentive Stock Option (right to buy-DF902106)	\$ 26.8941	01/10/2006 ⁽³⁾	01/10/2015	Common Stock	5,
Incentive Stock Option (right to buy-T0001361)	\$ 26.8941	01/10/2006 ⁽³⁾	01/10/2015	Common Stock	6
Non-Qualified Stock Option (right to buy-TU000145)	\$ 26.8941	01/10/2006 ⁽³⁾	01/10/2015	Common Stock	3
Non-Qualified Stock Option (right to buy-DF902107)	\$ 26.8941	01/10/2006 ⁽³⁾	01/10/2015	Common Stock	23
Non-Qualified Stock Option (right to buy-T0000797)	\$ 26.8941	01/10/2006 ⁽³⁾	01/10/2015	Common Stock	4,
Non-Qualified Stock Option (right to buy-)	\$ 37.74	01/13/2007 ⁽³⁾	01/13/2016	Common Stock	27
Restricted Stock Units (DU000424) ⁽⁴⁾	\$ 0	09/19/2006	09/19/2015	Common Stock	20

Restricted Stock Units (DU) ⁽⁴⁾ \$ 0 01/13/2007 01/13/2016 Common Stock 75

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 03/08/2006

**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) Pursuant to Reporting Person's election under Issuer's Executive Deferred Compensation Plan, Reporting Person has received shares of Issuer's common stock as a disbursement under such plan.
- (2) Although shares of Issuer's common stock were distributed to Reporting Person, such shares were already included in total number of shares beneficially owned.
- (3) 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.
- (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

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