

DEAN FOODS CO/  
Form 4  
March 15, 2006

**FORM 4**

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

OMB APPROVAL

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

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 \*  
**KLEIN RONALD H**

(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)  
**03/14/2006**

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)

Senior Vice President --

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	01/31/2006		J	V 27.752 A \$ 36.0335	17,583.089	D	
Common Stock	03/14/2006		M	15,000 A \$ 17.1835	32,583.089	D	
Common Stock	03/14/2006		S	7,000 D \$ 37.09	25,583.089	D	
Common Stock	03/14/2006		S	300 D \$ 37.1	25,283.089	D	
Common Stock	03/14/2006		S	1,700 D \$ 37.11	23,583.089	D	

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Common Stock	03/14/2006	S	3,700	D	\$ 37.12	19,883.089	D
Common Stock	03/14/2006	S	2,000	D	\$ 37.13	17,883.089	D
Common Stock	03/14/2006	S	300	D	\$ 37.15	17,583.089	D
Common Stock	03/14/2006	S	6,195	D	\$ 36.95	11,388.089	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. 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
Deferred Stock Units-DU000097 <u>(1)</u>	\$ 0					01/13/2005	01/13/2014	Common Stock
Deferred Stock Units-TU905844 <u>(1)</u>	\$ 0					01/13/2005	01/13/2014	Common Stock
Restricted Stock Units-DF902030 <u>(1)</u>	\$ 0					01/07/2006	02/07/2015	Common Stock
Restricted Stock Units-TU905739 <u>(1)</u>	\$ 0					01/07/2006	02/07/2015	Common Stock
Restricted Stock Units-(DU ) <u>(1)</u>	\$ 0					01/13/2007	01/13/2016	Common Stock
Incentive Stock Option (right to buy)-T0000510	\$ 12.1383					01/22/2002 <sup>(2)</sup>	01/22/2011	Common Stock

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Incentive Stock Option (right to buy)-T0000847	\$ 12.1383				01/22/2002 <sup>(2)</sup>	01/22/2011	Common Stock	
Incentive Stock Option (right to buy)-DF001606	\$ 17.1835				01/14/2003 <sup>(2)</sup>	01/14/2012	Common Stock	
Non-Qualified Stock Option (right to buy)-DF001607	\$ 17.1835	03/14/2006		M	15,000	01/14/2003 <sup>(2)</sup>	01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy)-DF001359	\$ 17.1835					01/14/2003 <sup>(2)</sup>	01/14/2012	Common Stock
Incentive Stock Option (right to buy)-T0000942	\$ 17.1835					01/14/2003 <sup>(2)</sup>	01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy)-T0000598	\$ 17.1835					01/14/2003 <sup>(2)</sup>	01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy)-T0000669	\$ 17.1835					01/14/2003 <sup>(2)</sup>	01/14/2012	Common Stock
Incentive Stock Option (right to buy)-DF002209	\$ 20.9355					01/06/2004 <sup>(2)</sup>	01/06/2013	Common Stock
Incentive Stock Option (right to buy)-T0001044	\$ 20.9355					01/06/2004 <sup>(2)</sup>	01/06/2013	Common Stock
Non-Qualified Stock Option (right to buy)-DF002210	\$ 20.9355					01/06/2004 <sup>(2)</sup>	01/06/2013	Common Stock
Non-Qualified Stock Option (right to buy)-T0000659	\$ 20.9355					01/06/2004 <sup>(2)</sup>	01/06/2013	Common Stock
Incentive Stock Option (right to buy)-DF003314	\$ 26.3199					01/13/2005 <sup>(2)</sup>	01/13/2014	Common Stock
Non-Qualified Stock Option (right to	\$ 26.3199					01/13/2005 <sup>(2)</sup>	01/13/2014	Common Stock

buy)-TU000267					
Incentive Stock Option (right to buy)-T0001765	\$ 26.3199	01/13/2005 <sup>(2)</sup>	01/13/2014	Common Stock	
Non-Qualified Stock Option (right to buy)-TU000269	\$ 26.3199	01/13/2005 <sup>(2)</sup>	01/13/2014	Common Stock	
Non-Qualified Stock Option (right to buy)-DF003315	\$ 26.3199	01/13/2005 <sup>(2)</sup>	01/13/2014	Common Stock	
Non-Qualified Stock Option (right to buy)-T0000740	\$ 26.3199	01/13/2005 <sup>(2)</sup>	01/13/2014	Common Stock	
Incentive Stock Option (right to buy)-DF902122	\$ 26.8941	01/07/2006 <sup>(2)</sup>	01/07/2015	Common Stock	
Incentive Stock Option (right to buy)-T0001363	\$ 26.8941	01/07/2006 <sup>(2)</sup>	01/07/2015	Common Stock	
Non-Qualified Stock Option (right to buy)-TU000268	\$ 26.8941	01/07/2006 <sup>(2)</sup>	01/07/2015	Common Stock	
Non-Qualified Stock Option (right to buy)-T0000798	\$ 26.8941	01/10/2006 <sup>(2)</sup>	01/10/2015	Common Stock	
Non-Qualified Stock Option (right to buy)-DF902123	\$ 26.8941	01/10/2006 <sup>(2)</sup>	01/10/2015	Common Stock	
Non-Qualified Stock Option (right to buy-DF )	\$ 37.74	01/13/2007 <sup>(2)</sup>	01/13/2016	Common Stock	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLEIN RONALD H 2515 MCKINNEY AVENUE, SUITE 1200			Senior Vice President --	

DALLAS, TX 75201

## Signatures

Ronald H. Klein

03/15/2006

\_\_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) The reporting person has received an award of Stock Units ("SUs") under the Company's 1989 Stock Awards Plan which is a right to receive shares of common stock of the Issuer in the future, subject to the terms and conditions of the SU Award Agreement. The SUs vest annually, on a prorata basis, over a five-year period beginning on the first anniversary of the date of grant, subject to certain accelerated vesting provisions.

(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.

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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