

DEAN FOODS CO/
Form 4
March 17, 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 *
SCHENKEL PETE

(Last) (First) (Middle)

2515 MCKINNEY AVENUE, LB
30, 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)

03/16/2006

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)

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/16/2006		S	20,200 (1) D	\$ 38.25	170,576.0702	D
Common Stock	03/16/2006		S	2,400 (1) D	\$ 38.26	168,176.0702	D
Common Stock	03/16/2006		S	2,400 (1) D	\$ 38.27	165,776.0702	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)

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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 Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Deferred Stock Units (DU000099) ⁽²⁾	\$ 0					01/13/2005	01/13/2014	Common Stock	21,000
Deferred Stock Units (TU905745) ⁽²⁾	\$ 0					01/13/2005	01/13/2014	Common Stock	3,870
Restricted Stock Units (DF902051) ⁽²⁾	\$ 0					01/10/2006	01/10/2015	Common Stock	20,800
Restricted Stock Units (TU905695) ⁽²⁾	\$ 0					01/10/2006	01/10/2015	Common Stock	3,833
Incentive Stock Option (right to buy - DF002189) ⁽³⁾	\$ 20.9355					01/06/2004	01/06/2013	Common Stock	2,688
Incentive Stock Option (right to buy - T0001054) ⁽³⁾	\$ 20.9355					01/06/2004	01/06/2013	Common Stock	743
Incentive Stock Option (right to buy - T0000101) ⁽³⁾	\$ 26.3199					01/13/2005	01/13/2004	Common Stock	2,139
Incentive Stock Option (right to buy - T0001706) ⁽³⁾	\$ 26.3199					01/13/2005	01/13/2014	Common Stock	197
Incentive Stock Option	\$ 26.8941					01/07/2006	01/07/2015	Common Stock	5,232

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(right to buy - DF902442) ⁽³⁾					
Incentive Stock Option (right to buy - T0001372) ⁽³⁾	\$ 26.8941	01/07/2006	01/07/2015	Common Stock	643
Non-Qualified Stock Option (right to buy - T0000559) ⁽³⁾	\$ 10.5374	01/04/2001	01/04/2010	Common Stock	99,500
Non-Qualified Stock Option (right to buy - T0000620) ⁽³⁾	\$ 10.5374	01/04/2001	01/04/2010	Common Stock	18,335
Non-Qualified Stock Option (right to buy - SF002297) ⁽³⁾	\$ 12.1383	01/22/2002	01/22/2011	Common Stock	293,020
Non-Qualified Stock Option (right to buy - T0000629) ⁽³⁾	\$ 12.1383	01/22/2002	01/22/2011	Common Stock	53,997
Non-Qualified Stock Option (right to buy - DF001746) ⁽³⁾	\$ 17.1835	01/14/2003	01/14/2012	Common Stock	295,080
Non-Qualified Stock Option (right to buy - T0000630) ⁽³⁾	\$ 17.1835	01/14/2003	01/14/2012	Common Stock	54,375
Non-Qualified Stock Option (right to buy - DF001397) ⁽³⁾	\$ 17.1835	01/14/2003	01/14/2012	Common Stock	195,000
Non-Qualified Stock Option (right to buy - T0000628) ⁽³⁾	\$ 17.1835	01/14/2003	01/14/2012	Common Stock	35,932
Non-Qualified Stock Option (right to buy - T0000284) ⁽³⁾	\$ 20.9355	01/06/2004	01/06/2013	Common Stock	162,960
Non-Qualified Stock Option (right to buy -	\$ 20.9355	01/06/2004	01/06/2013	Common Stock	30,031

T0000617) ⁽³⁾ Non-Qualified Stock Option (right to buy - TU000335) ⁽³⁾	\$ 20.9355	01/06/2004	01/06/2013	Common Stock	1,344
Non-Qualified Stock Option (right to buy - DF003318) ⁽³⁾	\$ 26.3199	01/13/2005	01/13/2014	Common Stock	106,79
Non-Qualified Stock Option (right to buy - T0000679) ⁽³⁾	\$ 26.3199	01/13/2005	01/13/2014	Common Stock	19,677
Non-Qualified Stock Option (right to buy - TU000337) ⁽³⁾	\$ 26.3199	01/13/2005	01/13/2014	Common Stock	197
Non-Qualified Stock Option (right to buy - DF902443) ⁽³⁾	\$ 26.8941	01/07/2006	01/07/2015	Common Stock	65,768
Non-Qualified Stock Option (right to buy - T0000721) ⁽³⁾	\$ 26.8941	01/07/2006	01/07/2015	Common Stock	12,119
Non-Qualified Stock Option (right to buy - TU00336) ⁽³⁾	\$ 26.8941	01/07/2006	01/07/2015	Common Stock	321
Non-Qualified Stock Option (right to buy) ⁽³⁾	\$ 37.74	01/13/2007	01/13/2016	Common Stock	262,50

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHENKEL PETE 2515 MCKINNEY AVENUE, LB 30, SUITE 1200 DALLAS, TX 75201	X			

Signatures

Pete Schenkel

03/17/2006

**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).
Sales are pursuant to a 10b5-1 Sales Plan dated March 13, 2006, between reporting person and Bear Stearns & Co., Inc., acting as agent,
 - (1) to permit the orderly disposition of a portion of the reporting person's holdings of the Issuer's common stock, par value \$01 per share of Dean Foods Company

A 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
 - (2) Issuer in the future, subject to the terms and conditions of the award agreement. The units vest annually, on a prorata basis, over a five-year period beginning on the first anniversary date of grant, subject to certain accelerated vesting provisions.
 - (3) The shares of common stock subject to the Option 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. 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.