DEAN FOODS CO/ Form 4 March 21, 2006

FORM 4

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Washington, D.C. 20549

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

2. Issuer Name and Ticker or Trading

DEAN FOODS CO/[DF]

Symbol

1(b).

(Print or Type Responses)

FROMBERG BARRY A

1. Name and Address of Reporting Person *

					-	-		(Check	all applicable)	
(Last)	(First)	(Middle)	3. Date of	of Earliest T	ransaction						
2515 MCK 30, SUITE	INNEY AVENU 1200	JE, LB	(Month/) 03/20/2	Day/Year) 2006				Director _X Officer (give to the low) Executive		Owner r (specify	
	(Street)		4. If Am	endment, D	ate Origina	ıl	6	. Individual or Joi	nt/Group Filin	g(Check	
			Filed(Mo	onth/Day/Yea	ar)			Applicable Line)			
DALLAS,	TX 75201						_	X_Form filed by On Form filed by Mo Person	1 0		
(City)	(State)	(Zip)	Tak	ole I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	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	03/20/2006			M	3,111	A	\$ 26.8941	46,423.001	D		
Common Stock	03/20/2006			M	8	A	\$ 12.1383	46,431.001	D		
Common Stock	03/20/2006(1)			S	15,000	D	\$ 38.35	31,431.001	D		
Common Stock	03/20/2006(1)			S	1,700	D	\$ 38.36	29,731.001	D		
Common Stock	03/20/2006(1)			S	200	D	\$ 38.37	29,531.001	D		

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Common Stock	03/20/2006(1)	S	2,000	D	\$ 38.38	27,531.001	D
Common Stock	03/20/2006(1)	S	5,019	D	\$ 38.4	22,512.001	D
Common Stock	03/20/2006(1)	S	2,300	D	\$ 38.41	20,212.001	D
Common Stock	03/20/2006(1)	S	900	D	\$ 38.42	19,312.001	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)

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. Transactic Code (Instr. 8)	Secur Acqui (A) or	rivative ities ired seed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Deferred Stock Units (DU000093)	\$ 0						01/13/2005	01/13/2014	Common Stock	9,6
Deferred Stock Units (TU905827) (2)	\$ 0						01/13/2005	01/13/2014	Common Stock	1,7
Restricted Stock Units (DF902033) (2)	\$ 0						01/07/2006	01/07/2015	Common Stock	16,4
Restricted Stock Units (TU905726) (2)	\$ 0						01/07/2006	01/07/2015	Common Stock	3,0
Incentive Stock Option (right to buy - DF002195) (3)	\$ 20.9355						01/06/2004	01/06/2013	Common Stock	4,0

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Incentive Stock Option (right to buy - T0001047) (3)	\$ 20.9355				01/06/2004	01/06/2013	Common Stock	74
Incentive Stock Option (right to buy - DF003306) (3)	\$ 26.3199				01/13/2005	01/13/2014	Common Stock	1,0
Incentive Stock Option (right to buy - T0001768) (3)	\$ 26.3199				01/13/2005	01/13/2014	Common Stock	19
Incentive Stock Option (right to buy - DF902167) (3)	\$ 26.8941				01/07/2006	01/07/2015	Common Stock	5,2
Incentive Stock Option (right to buy - T0001365) (3)	\$ 26.8941				01/07/2006	01/07/2015	Common Stock	64
Non-Qualified Stock Option (right to buy - T0003349) (3)	\$ 12.1383	03/20/2006	M	8	01/22/2002	01/22/2011	Common Stock	8
Non-Qualified Stock Option (right to buy - DF003307) (3)	\$ 26.3199				01/13/2005	01/13/2014	Common Stock	31,1
Non-Qualified Stock Option (right to buy - TU000197) (3)	\$ 26.3199				01/13/2005	01/13/2014	Common Stock	1,0
Non-Qualified Stock Option (right to buy - T0000695) (3)	\$ 26.3199				01/13/2005	01/13/2014	Common Stock	5,7
Non-Qualified Stock Option (right to buy - TU000198) (3)	\$ 26.3199				01/13/2005	01/13/2014	Common Stock	19
Non-Qualified Stock Option (right to buy - DF902168) (3)	\$ 26.8941				01/07/2006	01/07/2015	Common Stock	32,1
	\$ 26.8941	03/20/2006	M	3,111	01/07/2006	01/07/2015		3,1

Non-Qualified Stock Option (right to buy - T0000699) (3)

Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships						
F	Director	10% Owner	Officer	Other			
FROMBERG BARRY A			Executive				
2515 MCKINNEY AVENUE, LB 30, SUITE 1200			Vice				
DALLAS, TX 75201			President				

Signatures

Barry A.

Fromberg 03/21/2006

**Signature of Date

Reporting Person

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) Sales are pursuant to a 10b5-1 Sales Plan dated March 13, 2006, 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 \$01 per share.
- 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.

Reporting Owners 4