

DEAN FOODS CO/  
Form 4/A  
July 12, 2005

**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 \*  
**FROMBERG BARRY A**

(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)  
**07/07/2005**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**07/11/2005**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Executive 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Common Stock                    | 07/07/2005                           |  | M                              | (1) 15,719 A \$ 0   | 50,196.001  | 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)**

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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        | Am<br>Num<br>Sha |
| Deferred Stock Units <u>(2)</u>                      | \$ 0   | 07/07/2005                           |  | M                              | 20,700<br><u>(1)</u>  | 01/07/2004   | 01/07/2013  | Common Stock | 20               |
| Deferred Stock Units <u>(2)</u>                      | \$ 0   | 07/07/2005                           |  | M                              | 3,814<br><u>(1) (3)</u>   | 01/13/2005   | 01/13/2014  | Common Stock | 3                |
| Deferred Stock Units <u>(2)</u>                      | \$ 0   |                                      |  |                                |   | 01/13/2005   | 01/13/2014  | Common Stock | 12               |
| Deferred Stock Units <u>(2)</u>                      | \$ 0   |                                      |  |                                |   | 01/13/2005   | 01/13/2014  | Common Stock | 2,3              |
| Restricted Stock Units <u>(2)</u>                    | \$ 0   |                                      |  |                                |   | 01/10/2006   | 01/10/2015  | Common Stock | 20               |
| Restricted Stock Units <u>(2)</u>                    | \$ 0   |                                      |  |                                |   | 01/10/2006   | 01/10/2015  | Common Stock | 3,7              |
| Incentive Stock Option (right to buy) <u>(4)</u>     | \$ 20.9355<br><u>(5)</u>                               |                                      |  |                                |   | 01/06/2004   | 01/06/2013  | Common Stock | 4,0              |
| Incentive Stock Option (right to buy) <u>(4)</u>     | \$ 20.9355<br><u>(5)</u>                               |                                      |  |                                |   | 01/06/2004   | 01/06/2013  | Common Stock | 7                |
| Incentive Stock Option (right to buy) <u>(4)</u>     | \$ 26.3199<br><u>(5)</u>                               |                                      |  |                                |   | 01/13/2005   | 01/13/2014  | Common Stock | 3,2              |
| Incentive Stock Option (right to buy) <u>(4)</u>     | \$ 26.3199<br><u>(5)</u>                               |                                      |  |                                |   | 01/13/2005   | 01/13/2014  | Common Stock | 3                |
| Incentive Stock Option (right to buy) <u>(4) (6)</u> | \$ 26.8941<br><u>(5)</u>                               |                                      |  |                                |   | 01/14/2003   | 01/14/2012  | Common Stock | 5,2              |
| Incentive Stock Option (right to buy)                | \$ 26.8941<br><u>(5)</u>                               |                                      |  |                                |   | 01/14/2003   | 01/14/2012  | Common Stock | 9                |

(4) (6)

|   |                          |            |            |                 |    |
|---|--------------------------|------------|------------|-----------------|----|
| Non-Qualified<br>Stock Option<br>(right to buy)<br><u>(4)</u> | \$ 13.7918<br><u>(5)</u> | 08/28/1999 | 08/28/2008 | Common<br>Stock | 62 |
| Non-Qualified<br>Stock Option<br>(right to buy)<br><u>(4)</u> | \$ 13.7918<br><u>(5)</u> | 08/28/1999 | 08/28/2008 | Common<br>Stock | 11 |
| Non-Qualified<br>Stock Option<br>(right to buy)<br><u>(4)</u> | \$ 12.1383<br><u>(5)</u> | 01/22/2001 | 01/22/2011 | Common<br>Stock | 4  |
| Non-Qualified<br>Stock Option<br>(right to buy)<br><u>(4)</u> | \$ 12.1383<br><u>(5)</u> | 01/22/2001 | 01/22/2011 | Common<br>Stock | 8  |
| Non-Qualified<br>Stock Option<br>(right to buy)<br><u>(4)</u> | \$ 17.1835<br><u>(5)</u> | 01/14/2003 | 01/14/2012 | Common<br>Stock | 11 |
| Non-Qualified<br>Stock Option<br>(right to buy)<br><u>(4)</u> | \$ 17.1835<br><u>(5)</u> | 01/14/2003 | 01/14/2012 | Common<br>Stock | 2  |
| Non-Qualified<br>Stock Option<br>(right to buy)<br><u>(4)</u> | \$ 17.1835<br><u>(5)</u> | 01/14/2003 | 01/14/2012 | Common<br>Stock | 75 |
| Non-Qualified<br>Stock Option<br>(right to buy)<br><u>(4)</u> | \$ 17.1835<br><u>(5)</u> | 01/14/2003 | 01/14/2012 | Common<br>Stock | 13 |
| Non-Qualified<br>Stock Option<br>(right to buy)<br><u>(4)</u> | \$ 20.9355<br><u>(5)</u> | 01/06/2004 | 01/06/2013 | Common<br>Stock | 90 |
| Non-Qualified<br>Stock Option<br>(right to buy)<br><u>(4)</u> | \$ 20.9355<br><u>(5)</u> | 01/06/2004 | 01/06/2013 | Common<br>Stock | 10 |
| Non-Qualified<br>Stock Option<br>(right to buy)<br><u>(4)</u> | \$ 26.3199<br><u>(5)</u> | 01/13/2005 | 01/13/2014 | Common<br>Stock | 40 |



**Remarks:**

Amended to voluntarily report holdings adjusted due to spin-off of the Issuer's Specialty Foods Division on June 27, 2005.

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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