

HARDIN JOSEPH S JR
Form 4
October 31, 2002

FORM 4

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

OMB APPROVAL

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

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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

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1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol Dean Foods Company (DF)			6. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Hardin, Jr., Joseph S.			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year 10/31/02			<input checked="" type="checkbox"/> Director —		
(Last) (First) (Middle)									<input type="checkbox"/> 10% Owner —		
820 Picacho Lane			5. If Amendment, Date of Original (Month/Day/Year)			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			(Street)		
Santa Barbara, CA 93018									(City) (State) (Zip)		

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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/30/02		A	V	254	A	(1)	10,283	D	
Common Stock								1,400	I	by Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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	3. Transaction Date	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned	10. Ownership Form of Deriv-	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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	Security	(Month/ Day/ Year)	(Month/ Day/ Year)	(Instr. 8)		Acquired (A) or Disposed of (D)		Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares	Following Reported Transaction(s) (Instr. 4)	ative Security: Direct (D) or Indirect (I) (Instr. 4)
				Code	V	(A)	(D)						
Non-Qualified Stock Option (right to buy)	\$20.9375							06/30/99	06/30/09	Common Stock	15,000	15,000	D
Non-Qualified Stock Option (right to buy)	\$24.4375							06/30/00	06/30/10	Common Stock	15,000	15,000	D
Non-Qualified Stock Option (right to buy)	\$26.5500							06/30/01	06/29/11	Common Stock	15,000	15,000	D
Non-Qualified Stock Option (right to buy)	\$29.3150							07/01/02	07/02/12	Common Stock	15,000	15,000	D
Non-Qualified Stock Option (right to buy)	\$37.1600							06/30/98	06/30/98	Common Stock	15,000	15,000	D

Explanation of Responses:

(1) These are restricted shares issued under Suiza's 1997 Stock Option and Restricted Stock Plan in payment of fees owed for services as an independent director. All such shares are subject to a 3-year vesting period, with the first vesting occurring as of the date the shares were earned.

By: /s/ **Joseph S. Hardin, Jr.**

10/31/02

Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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