

PENDER P EUGENE
Form 4
January 08, 2003

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).

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By
Romeo and Dye's
Section 16 Filer
www.section16.net

1. Name and Address of Reporting Person* Pender, P. Eugene (Last) (First) (Middle) 2807 Ranch Road 2831 (Street) Marble Falls, TX 78654 (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol Dean Foods Company (DF)				6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director — 10% Owner — <input type="checkbox"/> Officer (give title below) — Other (specify below)																						
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year 01/06/03			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																							
1. Title of Security (Instr. 3)			2. Trans-action Code (Instr. 8)			3. Trans-action Code (Instr. 8)			4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)			6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4)			7. Nature of Indirect Beneficial Ownership (Instr. 4)											
			2A. Deemed Execution Date, if any (Month/Day/Year)			Code			V			Amount			(A) or (D)			Price											
Common Stock			01/06/03			A			V			337			A			0 ⁽¹⁾			4,121			D					
Common Stock																		700			I			by Corporation					
Common Stock																					4,000			I			by Managed Account		
Common Stock																					1,900			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)

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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 (A) or Disposed of (D) (Instr. 3, 4 & 5)		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 Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Non-Qualified Stock Option	\$8.6250							6/28/96	6/28/06	Common Stock	6,900	6,900	D	
Non-Qualified Stock Option	\$19.8150							6/30/97	6/30/07	Common Stock	15,000	15,000	D	
Non-Qualified Stock Option	\$29.3150							6/30/98	6/30/08	Common Stock	15,000	15,000	D	
Non-Qualified Stock Option	\$20.9375							6/30/99	6/30/09	Common Stock	15,000	15,000	D	
Non-Qualified Stock Option	\$24.4375							6/30/00	6/30/10	Common Stock	15,000	15,000	D	
Non-Qualified Stock Option	\$26.5500							6/29/01	6/29/11	Common Stock	15,000	15,000	D	
Non-Qualified Stock Option	\$37.1600							7/01/02 ⁽²⁾	7/01/12	Common Stock	15,000	15,000	D	

Explanation of Responses:

(1) These are restricted shares issued under Dean'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.

(2) All the options listed on this Table II were granted under the Issuer's Amended and Restated Stock Option and Restricted Stock Plan, and are fully vested and immediately exercisable.

By: /s/ **P. Eugene Pender**

01/08/03

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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