

DEAN FOODS CO/  
Form 4  
July 05, 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 \*  
TURNER JIM L

(Last) (First) (Middle)

JLT BEVERAGES L.P., 5950  
SHERRY LANE STE 370

(Street)

DALLAS, TX 75225

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
DEAN FOODS CO/ [DF]

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/30/2006

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	06/30/2006		M		850 <sup>(1)</sup> A \$ 0 172,880	D	
Common Stock	06/30/2006		M		156 <sup>(1)</sup> A \$ 0 173,036	D	
Common Stock	06/30/2006		M		850 <sup>(2)</sup> A \$ 0 173,886	D	
Common Stock	06/30/2006		M		157 <sup>(2)</sup> A \$ 0 174,043	D	
Common Stock	06/30/2006		M		850 <sup>(3)</sup> A \$ 0 174,893	D	

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Common Stock      06/30/2006      A      856 <sup>(4)</sup> A      \$ 0      175,749      D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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. 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)	8. Amount or Number of Shares
Non-Qualified Stock Option (right to buy-SI900790)	\$ 3.3945					07/16/1996 <sup>(5)</sup> 07/16/2006	Common Stock	12,345
Non-Qualified Stock Option (right to buy-TO000774)	\$ 3.3945					06/27/2005 <sup>(5)</sup> 07/16/2006	Common Stock	2,345
Non-Qualified Stock Option (right to buy-SI800790)	\$ 3.3945					07/16/1996 <sup>(5)</sup> 07/16/2006	Common Stock	12,345
Non-Qualified Stock Option (right to buy-TO000773)	\$ 3.3945					06/27/2005 <sup>(5)</sup> 07/16/2006	Common Stock	2,345
	\$ 7.6165					06/10/1997 <sup>(5)</sup> 06/10/2007		19,345

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Non-Qualified Stock Option (right to buy-SI900791)				Common Stock	
Non-Qualified Stock Option (right to buy-TO000710)	\$ 7.6165	06/27/2005 <sup>(5)</sup>	06/10/2007	Common Stock	3,4
Non-Qualified Stock Option (right to buy-SI800791)	\$ 7.6165	06/10/1997 <sup>(5)</sup>	06/10/2007	Common Stock	19,
Non-Qualified Stock Option (right to buy-TO000709)	\$ 7.6165	06/27/2005 <sup>(5)</sup>	06/10/2007	Common Stock	3,4
Non-Qualified Stock Option (right to buy-SI900786)	\$ 16.5024	06/30/1998 <sup>(6)</sup>	06/30/2008	Common Stock	11,
Non-Qualified Stock Option (right to buy-TO000752)	\$ 16.5024	06/27/2005 <sup>(6)</sup>	06/30/2008	Common Stock	2,0
Non-Qualified Stock Option (right to buy-SI800786)	\$ 16.5024	06/30/1998 <sup>(6)</sup>	06/30/2008	Common Stock	11,
Non-Qualified Stock Option (right to buy-TO000751)	\$ 16.5024	06/27/2005 <sup>(6)</sup>	06/30/2008	Common Stock	2,0
Non-Qualified Stock Option (right to	\$ 11.7864	06/30/1999	06/30/2009	Common Stock	5

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buy-SI901312)					
Non-Qualified Stock Option (right to buy-SI701312)	\$ 11.7864	06/30/1999 <sup>(6)</sup>	06/30/2009	Common Stock	10,
Non-Qualified Stock Option (right to buy-T0700754)	\$ 11.7864	06/27/2005 <sup>(6)</sup>	06/30/2009	Common Stock	2,0
Non-Qualified Stock Option (right to buy-SI801312)	\$ 11.7864	06/30/1999	06/30/2009	Common Stock	5,
Non-Qualified Stock Option (right to buy-SI601312)	\$ 11.7864	06/30/1999 <sup>(6)</sup>	06/30/2009	Common Stock	10,
Non-Qualified Stock Option (right to buy-T0600753)	\$ 11.7864	06/27/2005 <sup>(6)</sup>	06/30/2009	Common Stock	2,0
Non-Qualified Stock Option (right to buy-SI701806)	\$ 13.7567	06/30/2000 <sup>(6)</sup>	06/30/2010	Common Stock	11,
Non-Qualified Stock Option (right to buy-T0700756)	\$ 13.7567	06/27/2005 <sup>(6)</sup>	06/30/2010	Common Stock	2,0
Non-Qualified Stock Option (right to buy-SI601806)	\$ 13.7567	06/30/2000 <sup>(6)</sup>	06/30/2010	Common Stock	11,
Non-Qualified Stock Option (right to buy-T0600755)	\$ 13.7567	06/27/2005 <sup>(6)</sup>	06/30/2010	Common Stock	2,0
Non-Qualified Stock Option (right to buy-SF702508)	\$ 14.9459	06/29/2001 <sup>(6)</sup>	06/29/2011	Common Stock	7,3
Non-Qualified Stock Option (right to	\$ 14.9459	06/29/2001	06/29/2011	Common Stock	3,8

buy-SF502508)						
Non-Qualified Stock Option (right to buy-T0700758)	\$ 14.9459	06/27/2005 <sup>(6)</sup>	06/29/2011	Common Stock	1,3	
Non-Qualified Stock Option (right to buy-T0500758)	\$ 14.9459	06/27/2005	06/29/2011	Common Stock	7	
Non-Qualified Stock Option (right to buy-SF602508)	\$ 14.9459	06/29/2001 <sup>(6)</sup>	06/29/2011	Common Stock	7,3	
Non-Qualified Stock Option (right to buy-SF402508)	\$ 14.9459	06/29/2001	06/29/2011	Common Stock	3,8	
Non-Qualified Stock Option (right to buy-T0600757)	\$ 14.9459	06/27/2005 <sup>(6)</sup>	06/29/2011	Common Stock	1,3	
Non-Qualified Stock Option (right to buy-T0400757)	\$ 14.9459	06/27/2005	06/29/2011	Common Stock	7	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TURNER JIM L JLT BEVERAGES L.P. 5950 SHERRY LANE STE 370 DALLAS, TX 75225		X		

## Signatures

Jim L. Turner                      07/05/2006

\*\*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).
- (1) Represents shares of common stock of the Issuer vested on the third annual vesting date of a 06/30/2003 award of Restricted Stock Units ("RSUs").

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- (2) Represents shares of common stock of the Issuer vested on the second annual vesting date of a 06/30/2004 award of RSUs.
- (3) Represents shares of common stock of the Issuer vested on the first annual vesting date of a 06/30/2005 award of RSUs.

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 vesting in three increments, with the first vesting occurring as of the date the shares were issued.

- (5) The options were granted under a plan assumed with an acquisition and were fully vested and exercisable on the date of the acquisition.
- (6) The options were automatically granted under the Issuer's 1997 Amended and Restated Stock Option and Restricted Stock Plan, and are fully vested and immediately exercisable upon grant.
- (7) Options were transferred by assignment from The Jim L. Turner 2004 Annuity Trust to Mr. Turner's individual account.
- (8) Options were transferred by assignment from The Julie Carolyn Turner 2004 Annuity Trust to Mrs. Turner's individual account.

### **Remarks:**

TO BE CONTINUED ON SECOND FORM 4 FILING.

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.