

DEAN FOODS CO/
Form 4
July 20, 2006

FORM 4

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

OMB APPROVAL

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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 *
KLEIN RONALD H

(Last) (First) (Middle)

2515 MCKINNEY AVENUE,
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)
07/20/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

Senior Vice President --

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/28/2006		J ⁽¹⁾	V	28.093	A	\$ 35.5965
							11,416.182
Common Stock	03/31/2006		J ⁽¹⁾	V	27.109	A	\$ 36.8885
							11,443.291
Common Stock	07/20/2006 ⁽²⁾		M		7,200 ⁽³⁾	A	\$ 0
							18,643.291
Common Stock	07/20/2006 ⁽²⁾		M		1,327 ⁽³⁾	A	\$ 0
							19,970.291

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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. 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 Underlying (Instr. 3 and 4)
Deferred Stock Units-DU000097	\$ 0	07/20/2006 ⁽²⁾		M	7,200 <u>(3)</u>	01/13/2005 ⁽⁴⁾ 01/13/2014	Common Stock
Deferred Stock Units-TU905844	\$ 0	07/20/2006 ⁽²⁾		M	1,327 <u>(3)</u>	01/13/2005 ⁽⁴⁾ 01/13/2014	Common Stock
Restricted Stock Units-DF902030	\$ 0					01/07/2006 ⁽⁴⁾ 02/07/2015	Common Stock
Restricted Stock Units-TU905739	\$ 0					01/07/2006 ⁽⁴⁾ 02/07/2015	Common Stock
Restricted Stock Units-(DU003754)	\$ 0					01/13/2007 ⁽⁴⁾ 01/13/2016	Common Stock
Incentive Stock Option (right to buy-T0000510)	\$ 12.1383					01/22/2002 ⁽⁵⁾ 01/22/2011	Common Stock
Incentive Stock Option (right to buy-T0000847)	\$ 12.1383					01/22/2002 ⁽⁵⁾ 01/22/2011	Common Stock
Incentive Stock Option (right to buy-DF001606)	\$ 17.1835					01/14/2003 ⁽⁵⁾ 01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy-DF001607)	\$ 17.1835					01/14/2003 ⁽⁵⁾ 01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy-DF001359)	\$ 17.1835					01/14/2003 ⁽⁵⁾ 01/14/2012	Common Stock

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Incentive Stock Option (right to buy-T0000942)	\$ 17.1835	01/14/2003 ⁽⁵⁾	01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy-T0000598)	\$ 17.1835	01/14/2003 ⁽⁵⁾	01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy-T0000669)	\$ 17.1835	01/14/2003 ⁽⁵⁾	01/14/2012	Common Stock
Incentive Stock Option (right to buy-DF002209)	\$ 20.9355	01/06/2004 ⁽⁵⁾	01/06/2013	Common Stock
Incentive Stock Option (right to buy-T0001044)	\$ 20.9355	01/06/2004 ⁽⁵⁾	01/06/2013	Common Stock
Non-Qualified Stock Option (right to buy-DF002210)	\$ 20.9355	01/06/2004 ⁽⁵⁾	01/06/2013	Common Stock
Non-Qualified Stock Option (right to buy-T0000659)	\$ 20.9355	01/06/2004 ⁽⁵⁾	01/06/2013	Common Stock
Incentive Stock Option (right to buy-DF003314)	\$ 26.3199	01/13/2005 ⁽⁵⁾	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy-TU000267)	\$ 26.3199	01/13/2005 ⁽⁵⁾	01/13/2014	Common Stock
Incentive Stock Option (right to buy-T0001765)	\$ 26.3199	01/13/2005 ⁽⁵⁾	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy-TU000269)	\$ 26.3199	01/13/2005 ⁽⁵⁾	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy-DF003315)	\$ 26.3199	01/13/2005 ⁽⁵⁾	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy-T0000740)	\$ 26.3199	01/13/2005 ⁽⁵⁾	01/13/2014	Common Stock
Incentive Stock Option (right to buy-DF902122)	\$ 26.8941	01/07/2006 ⁽⁵⁾	01/07/2015	Common Stock
Incentive Stock Option (right to	\$ 26.8941	01/07/2006 ⁽⁵⁾	01/07/2015	Common Stock

