**DEAN FOODS CO** Form 4 December 13, 2006

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* LLEWELLYN JOHN H JR

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

DEAN FOODS CO [DF]

(Check all applicable)

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

(First)

(Street)

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

12/12/2006

\_X\_\_ Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

ONE STEAMBOAT LANE

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

HINGHAM, MA 02043

(City)	(State)	(Zip) Tabl	le I - Non-D	<b>D</b> erivative	Secur	rities A	cquired, Disposed	l of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed 3. Execution Date, if Transcany Code		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)		5. Amount of 6. Securities Ownership	Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	12/12/2006		G	2,750 (1)	D	\$0	24,267	D	
Common Stock	12/12/2006		G	2,800 (2)	D	\$0	21,467	D	
Common Stock	12/12/2006		G	2,750	A	\$0	2,750	I	Shares transferred to The John S. Llewellyn, Jr. and Mary Martha Llewellyn

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2006 Irrevocable Trust.

SEC 1474

(9-02)

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

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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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year			7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of S	
Non-Qualified Stock Option (right to buy-DP003380)	\$ 14.5969					05/28/1996(3)	05/28/2007	Common Stock	6,7	
Non-Qualified Stock Option (right to buy-TO000839)	\$ 14.5969					06/27/2005(3)	05/28/2007	Common Stock	1,2	
Non-Qualified Stock Option (right to buy-DP003381)	\$ 18.5008					06/01/1998(3)	06/01/2008	Common Stock	6,7	
Non-Qualified Stock Option (right to buy-TO000840)	\$ 18.5008					06/27/2005(3)	06/01/2008	Common Stock	1,2	
Non-Qualified Stock Option (right to buy-DP003382)	\$ 13.9636					06/01/1999(3)	06/01/2009	Common Stock	6,7	
	\$ 13.9636					06/27/2005(3)	06/01/2009		1,2	

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Non-Qualified				Common	
Stock Option				Stock	
(right to buy-TO000842)					
Non-Qualified Stock Option (right to buy-DP003383)	\$ 11.8835	06/01/2000(3)	06/01/2010	Common Stock	6,7
Non-Qualified Stock Option (right to buy-TO000844	\$ 11.8835	06/27/2005(3)	06/01/2010	Common Stock	1,2
Non-Qualified Stock Option (right to buy-DF002169)	\$ 20.9186	07/01/2002(4)	07/01/2012	Common Stock	22,
Non-Qualified Stock Option (right to buy-TO000648)	\$ 20.9186	06/27/2005 <u>(4)</u>	07/01/2012	Common Stock	4,1
Non-Qualified Stock Option (right to buy-DF002879)	\$ 26.5986	06/30/2003(4)	06/30/2013	Common Stock	7,5
Non-Qualified Stock Option (right to buy-TO000777)	\$ 26.5986	06/27/2005(4)	06/30/2013	Common Stock	1,3
Non-Qualified Stock Option (right to buy-DF003668)	\$ 31.5046	06/30/2004(4)	06/30/2014	Common Stock	7,5
Non-Qualified Stock Option (right to buy-TO000787)	\$ 31.5046	06/27/2005(4)	06/30/2014	Common Stock	1,3
Non-Qualified Stock Option (right to buy-DF905922)	\$ 35.24	06/30/2005(4)	06/30/2015	Common Stock	7,5
Non-Qualified Stock Option (right to buy-DF005295)	\$ 37.19	06/30/2006(4)	06/30/2016	Common Stock	7,5
	\$ 0	06/30/2005(5)	06/30/2014		8.

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Deferred Stock Units (DU000112)				Common Stock	
Deferred Stock Units (TU905760)	\$ 0	06/27/2005(5)	06/30/2013	Common Stock	1:
Restricted Stock Units (DF905933)	\$ 0	06/30/2006(5)	06/30/2015	Common Stock	1,7
Restricted Stock Units (DU003821)	\$ 0	06/30/2007(5)	06/30/2016	Common Stock	2,5

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
LLEWELLYN JOHN H JR ONE STEAMBOAT LANE HINGHAM, MA 02043	X						

## **Signatures**

John S.
Llewellyn, Jr.

\*\*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) The reporting person, as Donor, transferred the shares to The John S. Llewellyn, Jr. and Mary Martha Llewellyn 2006 Irrevocable Trust.
- (2) The reporting person, as Donor, transferred the shares to the Llewellyn Grandchildren Trust, and disclaims all interest under the terms of the irrevocable trust established for the benefit of his grandchildren.
- (3) The options were granted under the Dean Foods Company Directors Plan. The options are fully vested and immediately exercisable.
- (4) 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.
- The reporting person has received an award of Restricted Stock Units ("RSUs") which is a right to receive shares of common stock of the (5) Issuer in the future, subject to the terms and conditions of the RSU Award Agreement. The RSUs vest annually, on a prorata basis, over a three year period beginning on the first anniversary date of the grant.

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.

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