DEAN FOODS CO/ Form 4 July 05, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

Form filed by More than One Reporting

Person

January 31, 2005

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LLEWELLYN JOHN H JR Issuer Symbol DEAN FOODS CO/[DF] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify Officer (give title ONE STEAMBOAT LANE 06/30/2005 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

HINGHAM, MA 02043

(State)

(Zip)

(City)

(City)	(State) (2	Table	: I - Non-De	erivative S	Securi	ties Ac	quired, Disposed (of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transactio Code (Instr. 8)	4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	06/30/2005		A	850	A	\$ 0 (1)	12,754	D	
Common Stock	06/30/2005		M	850 (5)	A	\$0	13,604	D	
Common Stock	06/30/2005		M	850 <u>(6)</u>	A	\$0	14,454	D	

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying So (Instr. 3 and 4	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 12.8533						12/21/2001(2)	10/01/2006	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 17.2867						12/21/2001(2)	05/28/2007	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.91						12/21/2001(2)	06/01/2008	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 16.5367						12/21/2001(2)	06/01/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 14.0733						12/21/2001(2)	06/01/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 24.7733						07/01/2002(3)	07/01/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 31.5						06/30/2003(3)	06/30/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 37.31						06/30/2004(3)	06/30/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 35.24	06/30/2005		A	7,500		06/30/2005(2)	06/30/2015	Common Stock
Deferred Stock Units	\$ 0	06/30/2005		M		850	06/30/2004(4)	06/30/2013	Common Stock
Deferred Stock Units	\$ 0	06/30/2005		M		850	06/30/2005(4)	06/30/2014	Common Stock
	\$ 0	06/30/2005		A	2,550		06/30/2006(4)	06/30/2015	

Deferred Stock
Units
Common
Stock

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. 07/05/2005

**Signature of Date
Reporting Person

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).
- These are restricted shares issued under the Issuer's 1997 Amended and Restated Stock Option and Restricted Stock Plan in payment of
- (1) 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 issued.
- (2) The options were granted under the Dean Foods Company Directors Plan. The options are fully vested and immediately exercisable.
- (3) 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 Deferred Stock Units ("DSUs") which is a right to receive shares of common stock of the
- (4) Issuer in the future, subject to the terms and conditions of the DSU Award Agreement. The DSUs vest annually, on a prorata basis, over a three year period beginning on the first anniversary date of the grant.
- (5) Represents shares of common stock of the Issuer vested on the second annual vesting date of a 06/30/2003 award of DSUs.
- (6) Represents shares of common stock of the Issuer vested on the first annual vesting date of a 06/30/2004 award of DSUs.

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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