

DEAN FOODS CO/
Form 4
July 05, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
LLEWELLYN JOHN H JR

(Last) (First) (Middle)

ONE STEAMBOAT LANE

(Street)

HINGHAM, MA 02043

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/30/2005

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. 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 (D) Price			
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 (6)	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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SEC 1474 (9-02)

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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. 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 Security (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	

