

McCRUMMEN RONALD L
Form 4
November 14, 2005

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 *
McCRUMMEN RONALD L

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2515 MCKINNEY AVENUE, SUITE 1200
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/10/2005

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
SVP & Chief Accounting Officer

DALLAS,, TX 75201

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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	11/30/2004		J	V	37.147 (1)	A	\$ 26.9195
Common Stock	12/31/2004		J	V	35.705 (1)	A	\$ 28.0075
Common Stock	01/31/2005		J	V	33.394 (1)	A	\$ 29.9455
Common Stock	02/28/2005		J	V	34.051 (1)	A	\$ 29.3675
Common Stock	03/31/2005		J	V	51.449 (1)	A	\$ 29.155
							191.746

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Common Stock	04/29/2005	J	V	<u>68.479</u> (1)	A	\$ 29.206	260.225	D
Common Stock	05/31/2005	J	V	<u>60.378</u> (1)	A	\$ 33.1245	320.603	D
Common Stock	06/30/2005	J	V	<u>66.769</u> (1)	A	\$ 29.954	387.372	D
Common Stock	07/29/2005	J	V	<u>65.909</u> (1)	A	\$ 30.345	453.281	D
Common Stock	11/10/2005	M		<u>1,100</u> (2)	A	\$ 0	1,756.281	D
Common Stock	11/10/2005	F		345 <u>(2)</u>	D	\$ 38.06	1,411.281	D

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 Amount of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Deferred Stock Units (DF003694)	\$ 0	11/10/2005 ⁽³⁾		M	1,100	10/08/2005 ⁽⁴⁾	10/08/2014	Common Stock
Deferred Stock Units (TU905765)	\$ 0	11/10/2005 ⁽³⁾		M	203	10/08/2005 ⁽⁴⁾	10/08/2014	Common Stock
Stock Units (DF902059)	\$ 0					01/07/2006 ⁽⁴⁾	01/07/2015	Common Stock
Stock Units (TU905692)	\$ 0					01/07/2006 ⁽⁴⁾	01/07/2015	Common Stock
Non-Qualified Stock Option	\$ 24.9436 ⁽⁶⁾					10/08/2005 ⁽⁷⁾	10/08/2014	Common Stock

(right to buy -
DF003693)

Non-Qualified

Stock Option \$ 24.9436
(right to buy - (6)
T0003488)

10/08/2005⁽⁷⁾ 10/08/2014

Common
Stock

Non-Qualified

Stock Option \$ 26.8941
(right to buy - (6)
DF902537)

01/07/2006⁽⁷⁾ 01/07/2015

Common
Stock

Non-Qualified

Stock Option \$ 26.8941
(right to buy - (6)
T0000891)

01/07/2006⁽⁷⁾ 01/07/2015

Common
Stock

Non-Qualified

Stock Option \$ 26.8941
(right to buy - (6)
TU000301)

01/07/2006⁽⁷⁾ 01/07/2015

Common
Stock

Incentive

Stock Option \$ 24.9436
(right to buy - (6)
DF003692)

10/08/2005⁽⁸⁾ 10/08/2014

Common
Stock

Incentive

Stock Option \$ 24.9436
(right to buy - (6)
T0003487)

10/08/2005⁽⁸⁾ 10/08/2014

Common
Stock

Incentive

Stock Option \$ 26.8941
(right to buy - (6)
DF902536)

01/07/2006⁽⁸⁾ 01/07/2015

Common
Stock

Incentive

Stock Option \$ 26.8941
(right to buy - (6)
T0001757)

01/07/2006⁽⁸⁾ 01/07/2015

Common
Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

McCRUMMEN RONALD L
2515 MCKINNEY AVENUE
SUITE 1200
DALLAS,, TX 75201

SVP & Chief Accounting Officer

Signatures

Ronald L.
McCrummen

11/14/2005

__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) Shares purchased through Issuer's Employee Stock Purchase Plan.

(2) The reporting person was entitled to receive a total of 1,303 shares of common stock of the Issuer pursuant to the vesting provisions in the 2004 Award of Deferred Stock Units ("DSUs"). A total of 345 shares were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of a total of 958 net shares of common stock.

(3) Date of issuance of vested DSUs.

(4) A Stock Unit, which is issued under the Company's 1989 Stock Awards Plan, is a right to receive one share of Common Stock of the Issuer in the future, subject to the terms and conditions of the award agreement. The units vest annually, on a prorata basis, over a five-year period beginning on the first anniversary date of grant, subject to certain accelerated vesting provisions.

(5) Due to the spin-off of the Issuer's Specialty Foods Division on June 27, 2005, the reporting person's number of DSUs has been adjusted to restore the post-spin value of the award to the pre-spin value of the award.

(6) Due to the spin-off of the Issuer's Specialty Foods Division on June 27, 2005, the option price has been adjusted to reflect the post-spin value of the option, and the reporting person has received additional options so the post-spin value of the option award is the same as the pre-spin value of the option award.

(7) The non-qualified stock options were issued under the Issuer's 1997 Amended and Restated Stock Option and Restricted Stock Plan, and vest annually, on a prorata basis, over a three-year period beginning on the first anniversary of the date of grant.

(8) The incentive stock options were issued under the Issuer's 1997 Amended and Restated Stock Option and Restricted Stock Plan, and vest annually, on a prorata basis, over a three-year period beginning on the first anniversary of the date of grant.

(9) The original options that were issued as "non-qualified stock options" have been reclassified and reallocated as "non-qualified stock options" and "incentive stock options".

Remarks:

In order to comply with the IRS guidelines which stipulate that the aggregate fair market value of incentive stock option grants

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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