

McCRUMMEN RONALD L
Form 4
January 17, 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 *
McCRUMMEN RONALD L

(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)
01/13/2006

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)
SVP & Chief Accounting Officer

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of S
Restricted Stock Units (DF003694) ⁽¹⁾	\$ 0								10/08/2005	10/08/2014	Common Stock	4,
Restricted Stock Units (TU905765) ⁽¹⁾	\$ 0								10/08/2005	10/08/2014	Common Stock	8
Restricted Stock Units (DF902059) ⁽¹⁾	\$ 0								01/07/2006	01/07/2015	Common Stock	5,
Restricted Stock Units (TU905692) ⁽¹⁾	\$ 0								01/07/2006	01/07/2015	Common Stock	1,
Restricted Stock Units ⁽¹⁾	\$ 0	01/13/2006	A	7,000					01/13/2007	01/13/2016	Common Stock	7,
Non-Qualified Stock Option (right to buy - DF003693) ⁽²⁾	\$ 24.9436								10/08/2005	10/08/2014	Common Stock	14
Non-Qualified Stock Option (right to buy - T0003488) ⁽²⁾	\$ 24.9436								10/08/2005	10/08/2014	Common Stock	2,
Non-Qualified Stock Option (right to buy - DF902537) ⁽²⁾	\$ 26.8941								01/07/2006	01/07/2015	Common Stock	16
Non-Qualified Stock Option (right to buy - T0000891) ⁽²⁾	\$ 26.8941								01/07/2006	01/07/2015	Common Stock	3,
Non-Qualified Stock Option (right to buy - TU000301) ⁽²⁾	\$ 26.8941								01/07/2006	01/07/2015	Common Stock	3
Non-Qualified Stock Option (right to buy)	\$ 37.74	01/13/2006	A	20,000					01/13/2007	01/13/2016	Common Stock	20

(2)

Incentive Stock Option (right to buy - DF003692) <u>(3)</u>	\$ 24.9436	10/08/2005	10/08/2014	Common Stock	10
Incentive Stock Option (right to buy - T0003487) <u>(3)</u>	\$ 24.9436	10/08/2005	10/08/2014	Common Stock	1,
Incentive Stock Option (right to buy - DF902536) <u>(3)</u>	\$ 26.8941	01/07/2006	01/07/2015	Common Stock	3,
Incentive Stock Option (right to buy - T0001757) <u>(3)</u>	\$ 26.8941	01/07/2006	01/07/2015	Common Stock	1

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 01/17/2006

 Signature of Reporting Date
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).
 - (1) 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.
 - (2) 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.
 - (3) 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.

Remarks:

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

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