ENGLES GREGG L

Form 4

January 11, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

0.5

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

obligations

may continue.

See Instruction

Check this box

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * ENGLES GREGG L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

DEAN FOODS CO/[DF]

(Check all applicable)

2515 MCKINNEY AVENUE,

(First)

(Middle)

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

_X__ Director

10% Owner Other (specify

01/07/2006

X_ Officer (give title below) below) Chairman of the Board and

SUITE 1200

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 Form filed by More than One Reporting

Person

DALLAS, TX 75201

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

3. Code

(Instr. 8)

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

Following

(Instr. 3 and 4) Code V Amount (D) Price

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

Execution Date, if

(Month/Day/Year)

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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

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Underlying S (Instr. 3 and

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	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)					
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy-DF003302)	\$ 26.3199					01/13/2005(1)	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy-TU000181)	\$ 26.3199					01/13/2005(1)	01/13/2014	Common Stock
Incentive Stock Option (right to buy-T0003352)	\$ 26.3199					01/13/2005(1)	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy-TU000183)	\$ 26.3199					01/13/2005(1)	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy-DF003303)	\$ 26.3199					01/13/2005(1)	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy-T0000901)	\$ 26.3199					01/13/2005(1)	01/13/2014	Common Stock
Incentive Stock Option (right to buy-DF902594)	\$ 26.8941					01/07/2006(1)	01/07/2015	Common Stock
Incentive Stock Option (right to buy-T0001295	\$ 26.8941					01/07/2006(1)	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy-TU000182)	\$ 26.8941					01/07/2006(1)	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy-DF902595)	\$ 26.8941					01/07/2006(1)	01/07/2015	Common Stock
Non-Qualified Stock Option	\$ 26.8941					01/07/2006(1)	01/07/2015	Common Stock

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(right to buy-TO000619)							
Deferred Stock Units (DU000091) (2)	\$ 0				01/13/2005(2)	01/13/2014	Common Stock
Deferred Stock Units (TU905752) (2)	\$ 0				01/13/2005(2)	01/13/2014	Common Stock
Restricted Stock Units (DF902062) (2)	\$ 0	01/07/2006	M	20,800 (3)	01/07/2006(2)	01/07/2015	Common Stock
Restricted Stock Units (TU905702) (2)	\$ 0	01/07/2006	M	3,832 (3)	01/10/2006(2)	01/10/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
ENGLES GREGG L 2515 MCKINNEY AVENUE, SUITE 1200 DALLAS, TX 75201	X		Chairman of the Board and			

Signatures

Gregg L. Engles	01/11/2006			
**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 shares of common stock subject to the Option vest ratably in three equal increments commencing on the first anniversary of the grant date.
- 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 (2) 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.
- The reporting person was entitled to receive a total of 24,632 shares of common stock of the Issuer pursuant to the vesting provisions in the 2005 Award of Restricted Stock Units ("RSUs"). A portion of these shares (6,666) were surrendered to satisfy tax obligations of the reporting person, resulting in the issuance of 17,966 net shares of common stock.

Remarks:

CONTINUED FROM PREVIOUS FORM 4 FILED ON THIS SAME DATE.

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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