

ENGLES GREGG L
Form 4
February 22, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
ENGLES GREGG 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)
02/20/2006

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)

Chairman of the Board and

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. 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 or Price		
Common Stock	02/20/2006		M		61,900 A \$ 8.2329	1,709,555	D
Common Stock	02/20/2006		M		2,773 A \$ 8.2329	1,712,328	D
Common Stock	02/20/2006		M		360,000 A \$ 16.4658	2,072,328	D
Common Stock	02/20/2006		M		3,697 A \$ 16.4658	2,076,025	D
Common Stock	02/20/2006		M		244,800 A \$ 9.9569	2,320,825	D

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Common Stock	02/20/2006	M	2,514	A	\$ 9.9569	2,323,339	D
Common Stock	02/20/2006	M	171,000	A	\$ 9.6403	2,494,339	D
Common Stock	02/20/2006	M	1,756	A	\$ 9.6403	2,496,095	D
Common Stock	02/20/2006	M	495,000	A	\$ 10.5374	2,991,095	D
Common Stock	02/20/2006	M	5,083	A	\$ 10.5374	2,996,178	D
Common Stock	02/20/2006	M	586,026	A	\$ 12.1383	3,582,204	D
Common Stock	02/20/2006	M	6,020	A	\$ 12.1383	3,588,224	D
Common Stock	02/20/2006	F ⁽¹⁾	610,757	D	\$ 37.83	2,977,467	D
Common Stock	02/20/2006	F ⁽²⁾	484,717	D	\$ 37.83	2,492,750	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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-Qualified Stock Option (right to buy-T0000589)	\$ 8.2329	02/20/2006		M	61,900	05/13/1998 ⁽³⁾	05/13/2007	Common Stock
Non-Qualified Stock Option (right to buy-T0000692)	\$ 8.2329	02/20/2006		M	2,773	05/13/1998 ⁽³⁾	05/13/2007	Common Stock

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Non-Qualified Stock Option (right to buy-SI000772)	\$ 16.4658	02/20/2006	M	360,000	01/02/1999 ⁽³⁾	01/02/2008	Common Stock
Non-Qualified Stock Option (right to buy-T0000716)	\$ 16.4658	02/20/2006	M	3,697	01/02/1999 ⁽³⁾	01/02/2008	Common Stock
Incentive Stock Option (right to buy-SI000928)	\$ 9.9569				01/29/2000 ⁽³⁾	01/29/2009	Common Stock
Incentive Stock Option (right to buy-T0001588)	\$ 9.9569				01/29/2000 ⁽³⁾	01/29/2009	Common Stock
Non-Qualified Stock Option (right to buy-SI001255)	\$ 9.9569	02/20/2006	M	244,800	01/29/2000 ⁽³⁾	01/29/2009	Common Stock
Non-Qualified Stock Option (right to buy-T0000681)	\$ 9.9569	02/20/2006	M	2,514	01/29/2000 ⁽³⁾	01/29/2009	Common Stock
Non-Qualified Stock Option (right to buy-SI001308)	\$ 9.6403	02/20/2006	M	171,000	06/04/2000 ⁽³⁾	06/04/2009	Common Stock
Non-Qualified Stock Option (right to buy-T0000734)	\$ 9.6403	02/20/2006	M	1,756	06/04/2000 ⁽³⁾	06/04/2009	Common Stock
Non-Qualified Stock Option (right to buy-SI001688)	\$ 10.5374	02/20/2006	M	495,000	01/04/2001 ⁽³⁾	01/04/2010	Common Stock
Non-Qualified Stock Option (right to buy-T0000668)	\$ 10.5374	02/20/2006	M	5,083	01/04/2001 ⁽³⁾	01/04/2010	Common Stock
Incentive Stock Option (right to buy-SF002260)	\$ 12.1383				01/22/2002 ⁽³⁾	01/22/2011	Common Stock
Incentive Stock Option (right to buy-T0002007)	\$ 12.1383				01/22/2002 ⁽³⁾	01/22/2011	Common Stock
	\$ 12.1383	02/20/2006	M	586,026	01/22/2002 ⁽³⁾	01/22/2011	

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Non-Qualified Stock Option (right to buy-SF002261)								Common Stock
Non-Qualified Stock Option (right to buy-T0000673)	\$ 12.1383	02/20/2006	M	6,020	01/22/2002 ⁽³⁾	01/22/2011		Common Stock
Incentive Stock Option (right to buy-DF001511)	\$ 17.1835				01/14/2003 ⁽³⁾	01/14/2012		Common Stock
Incentive Stock Option (right to buy-T0002883)	\$ 17.1835				01/14/2003 ⁽³⁾	01/14/2012		Common Stock
Non-Qualified Stock Option (right to buy-DF001329)	\$ 17.1835				01/14/2003 ⁽³⁾	01/14/2012		Common Stock
Non-Qualified Stock Option (right to buy-T0000663)	\$ 17.1835				01/14/2003 ⁽³⁾	01/14/2012		Common Stock
Non-Qualified Stock Option (right to buy-DF001512)	\$ 17.1835				01/14/2003 ⁽³⁾	01/14/2012		Common Stock
Non-Qualified Stock Option (right to buy-T0000675)	\$ 17.1835				01/14/2003 ⁽³⁾	01/14/2012		Common Stock
Incentive Stock Option (right to buy-DF002187)	\$ 20.9355				01/06/2004 ⁽³⁾	01/06/2013		Common Stock
Incentive Stock Option (right to buy-T0003517)	\$ 20.9355				01/06/2004 ⁽³⁾	06/06/2013		Common Stock
Non-Qualified Stock Option (right to buy-DF002188)	\$ 20.9355				01/06/2004 ⁽³⁾	01/06/2013		Common Stock
Non-Qualified Stock Option (right to buy-T0000656)	\$ 20.9355				01/06/2004 ⁽³⁾	01/06/2013		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 02/22/2006

__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) Delivery of already-owned shares as payment of exercise price.
- (2) Shares received from exercise withheld to satisfy tax obligations incurred due to the exercise of stock options.
- (3) The shares of common stock subject to the Option vest ratably in three equal increments commencing on the first anniversary of the grant date.

Remarks:

SEE SECOND FORM 4 FILED ON THIS SAME DATE -- NO TRANSACTIONS BUT CONTINUATION OF LIST OF CU

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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