

DEAN FOODS CO/  
Form 4  
July 20, 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)  
07/20/2006

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)  
SVP & Chief Accounting Officer

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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	07/20/2006 <sup>(1)</sup>		M	4,400 <sup>(2)</sup> A \$ 0	6,927.281	D	
Common Stock	07/20/2006 <sup>(1)</sup>		F	1,604 <sup>(2)</sup> D \$ 37.24	5,323.281	D	
Common Stock	07/20/2006 <sup>(1)</sup>		M	812 <sup>(2)</sup> A \$ 0	7,739.281	D	
Common Stock	07/20/2006 <sup>(1)</sup>		F	296 <sup>(2)</sup> D \$ 37.24	7,443.281	D	

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

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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 Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Deferred Stock Units (DF003694)	\$ 0	07/20/2006 <sup>(1)</sup>		M	4,400	10/08/2005 <sup>(3)</sup> 10/08/2014	Common Stock
Deferred Stock Units (TU905765)	\$ 0	07/20/2006 <sup>(1)</sup>		M	810	10/08/2005 <sup>(3)</sup> 10/08/2014	Common Stock
Stock Units (DF902059)	\$ 0					01/07/2006 <sup>(3)</sup> 01/07/2015	Common Stock
Stock Units (TU905692)	\$ 0					01/07/2006 <sup>(3)</sup> 01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy - DF003693)	\$ 24.9436					10/08/2005 <sup>(4)</sup> 10/08/2014	Common Stock
Non-Qualified Stock Option (right to buy - T0003488)	\$ 24.9436					10/08/2005 <sup>(4)</sup> 10/08/2014	Common Stock
Non-Qualified Stock Option (right to buy - DF902537)	\$ 26.8941					01/07/2006 <sup>(4)</sup> 01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy - T0000891)	\$ 26.8941					01/07/2006 <sup>(4)</sup> 01/07/2015	Common Stock
	\$ 26.8941					01/07/2006 <sup>(4)</sup> 01/07/2015	

Non-Qualified Stock Option (right to buy - TU000301)					Common Stock
Incentive Stock Option (right to buy - DF003692)	\$ 24.9436		10/08/2005 <sup>(5)</sup>	10/08/2014	Common Stock
Incentive Stock Option (right to buy - T0003487)	\$ 24.9436		10/08/2005 <sup>(5)</sup>	10/08/2014	Common Stock
Incentive Stock Option (right to buy - DF902536)	\$ 26.8941		01/07/2006 <sup>(5)</sup>	01/07/2015	Common Stock
Incentive Stock Option (right to buy - T0001757)	\$ 26.8941		01/07/2006 <sup>(5)</sup>	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                      07/20/2006

\*\*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) Date of issuance of vested DSUs.
- (2) The reporting person is entitled to receive the shares of common stock of the Issuer pursuant to certain accelerated vesting provisions in the 2004 Award of Deferred Stock Units.; a portion of these shares were surrendered to satisfy tax obligations of the reporting person.
- (3) 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.
- (4)

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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.

- (5) 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:**

The original Form 4 filed, listed the incorrect number of shares in Row 10, Column 4 of Table I, however, the footnote and the

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