

ENGLES GREGG L
Form 4/A
July 12, 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 *
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)
07/07/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
07/11/2005

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 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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 17.1835 <u>(2)</u>								01/14/2003	01/14/2012	Common Stock	450,000 <u>(2)</u>
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 17.1835 <u>(2)</u>								01/14/2003	01/14/2012	Common Stock	4,620,000 <u>(2)</u>
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 17.1835 <u>(2)</u>								01/14/2003	01/14/2012	Common Stock	595,080 <u>(2)</u>
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 17.1835 <u>(2)</u>								01/14/2003	01/14/2012	Common Stock	6,110,000 <u>(2)</u>
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 20.9355 <u>(2)</u>								01/06/2004	01/06/2013	Common Stock	604,960 <u>(2)</u>
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 20.9355 <u>(2)</u>								01/06/2004	01/06/2013	Common Stock	40,836 <u>(2)</u>
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 26.3199 <u>(2)</u>								01/13/2005	01/13/2005	Common Stock	320,790 <u>(2)</u>
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 26.3199 <u>(2)</u>								01/13/2005	01/13/2014	Common Stock	40,500 <u>(2)</u>
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 26.8941 <u>(2)</u>								01/07/2006	01/07/2015	Common Stock	282,760 <u>(2)</u>

Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 26.8941 <u>(2)</u>	01/07/2006	01/07/2015	Common Stock	52,104 <u>(2)</u>
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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 07/12/2005

 Signature of Date
Reporting 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) The shares of common stock subject to the Option vest ratably in three equal increments commencing on the first anniversary of the grant date.

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.
- (2)

Remarks:

CONTINUED FROM PREVIOUS FORM 4 -- Amended to voluntarily report holdings adjusted due to spin-off of the Issuer's

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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