**DEAN FOODS CO/** Form 4 April 04, 2006

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

3235-0287

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0.5

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Check this box

obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person \* LLEWELLYN JOHN H JR

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First)

(Street)

(State)

03/31/2006

(Middle)

DEAN FOODS CO/[DF] 3. Date of Earliest Transaction

(Month/Day/Year) 03/31/2006

X\_ Director 10% Owner Officer (give title

(Check all applicable)

below)

Other (specify

ONE STEAMBOAT LANE

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

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

HINGHAM, MA 02043

(City)

1.Title of

Security

(Instr. 3)

Common

Stock

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Zip)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

681

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Amount (D) Price

Code V A

\$0

22,844

D

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

(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)

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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. Transactic Code (Instr. 8)	5. DriNumber 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 Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of S
Non-Qualified Stock Option (right to buy-DP003380)	\$ 14.5969					05/28/1996 <u>(2)</u>	05/28/2007	Common Stock	6,7
Non-Qualified Stock Option (right to buy-TO000839)	\$ 14.5969					06/27/2005 <u>(2)</u>	05/28/2007	Common Stock	1,2
Non-Qualified Stock Option (right to buy-DP003381)	\$ 18.5008					06/01/1998(2)	06/01/2008	Common Stock	6,7
Non-Qualified Stock Option (right to buy-TO000840)	\$ 18.5008					06/27/2005 <u>(2)</u>	06/01/2008	Common Stock	1,2
Non-Qualified Stock Option (right to buy-DP003381)	\$ 13.9636					06/01/1999 <u>(2)</u>	06/01/2009	Common Stock	6,7
Non-Qualified Stock Option (right to buy-TO000842)	\$ 13.9636					06/27/2005(2)	06/01/2009	Common Stock	1,2
Non-Qualified Stock Option (right to buy-DP003383)	\$ 11.8835					06/01/2000(2)	06/01/2010	Common Stock	6,7
Non-Qualified Stock Option (right to buy-TO000844	\$ 11.8835					06/27/2005(2)	06/01/2010	Common Stock	1,2
	\$ 20.9186					07/01/2002(3)	07/01/2012		22,

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Non-Qualified Stock Option (right to buy-DF002169)				Common Stock	
Non-Qualified Stock Option (right to buy-TO000648)	\$ 20.9186	06/27/2005(3)	07/01/2012	Common Stock	4,1
Non-Qualified Stock Option (right to buy-DF002879)	\$ 26.5986	06/30/2003(3)	06/30/2013	Common Stock	7,5
Non-Qualified Stock Option (right to buy-TO000777)	\$ 26.5986	06/27/2005(3)	06/30/2013	Common Stock	1,3
Non-Qualified Stock Option (right to buy-DF003668)	\$ 31.5046	06/30/2004(3)	06/30/2014	Common Stock	7,5
Non-Qualified Stock Option (right to buy-TO000787)	\$ 31.5046	06/27/2005(3)	06/30/2014	Common Stock	1,3
Non-Qualified Stock Option (right to buy-DF905922)	\$ 35.24	06/30/2005(3)	06/30/2015	Common Stock	7,5
Deferred Stock Units (DU000046)	\$ 0	06/30/2004(4)	06/30/2013	Common Stock	8:
Deferred Stock Units (TU905760)	\$ 0	06/27/2005 <u>(4)</u>	06/30/2013	Common Stock	3
Deferred Stock Units (DU000112)	\$ 0	06/30/2005(4)	06/30/2014	Common Stock	1,7
Deferred Stock Units (TU905807)	\$ 0	06/27/2005 <u>(4)</u>	06/30/2014	Common Stock	1:
Restricted Stock Units (DF905933)	\$ 0	06/30/2006(4)	06/30/2015	Common Stock	2,5

#### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LLEWELLYN JOHN H JR ONE STEAMBOAT LANE

X

HINGHAM, MA 02043

# **Signatures**

John S. Llewellyn, Jr.

04/04/2006

\*\*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).
- These are restricted shares issued under the Issuer's 1997 Amended and Restated Stock Option and Restricted Stock Plan in payment of (1) fees owed for services as an independent director. All such shares are subject to vesting in three increments, with the first vesting
- (1) fees owed for services as an independent director. All such shares are subject to vesting in three increments, with the first vesting occurring as of the date the shares were issued.
- (2) The options were granted under the Dean Foods Company Directors Plan. The options are fully vested and immediately exercisable.
- The options were automatically granted under the Issuer's 1997 Amended and Restated Stock Option and Restricted Stock Plan, and are fully vested and immediately exercisable upon grant.
- The reporting person has received an award of Restricted Stock Units ("RSUs") which is a right to receive shares of common stock of the (4) Issuer in the future, subject to the terms and conditions of the RSU Award Agreement. The RSUs vest annually, on a prorata basis, over a three year period beginning on the first anniversary date of the grant.

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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