

DEAN FOODS CO/
Form 4
May 09, 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 *
BERNON ALAN J

(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)
05/05/2006

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)

President - Dean Dairy Group

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	(A) or (D)	Price
Common Stock	05/05/2006		P		3,500	A	\$ 36.7
Common Stock	01/31/2006		J(1)	V	215.078	A	\$ 36.0335
Common Stock	02/28/2006		J(1)	V	217.718	A	\$ 35.5965
Common Stock	03/31/2006		J(1)	V	155.875	A	\$ 36.8885

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-T0000489)	\$ 12.1383					01/22/2002 ⁽²⁾ 01/22/2011	Common Stock
Non-Qualified Stock Option (right to buy-T0000674)	\$ 12.1383					06/27/2005 ⁽²⁾ 01/22/2011	Common Stock
Non-Qualified Stock Option (right to buy-T0000354)	\$ 17.1835					01/14/2003 ⁽²⁾ 01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy-T0000616)	\$ 17.1835					06/27/2005 ⁽²⁾ 01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy-T0000355)	\$ 17.1835					01/14/2003 ⁽²⁾ 01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy-T0000604)	\$ 17.1835					06/27/2005 ⁽²⁾ 01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy-DF002200)	\$ 20.9355					01/06/2004 ⁽²⁾ 01/06/2013	Common Stock
Non-Qualified Stock Option	\$ 20.9355					06/27/2005 ⁽²⁾ 01/06/2013	Common Stock

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(right to buy-T0000606)								
Incentive Stock Option (right to buy-T0000015)	\$ 26.3199				01/13/2005 ⁽²⁾	01/13/2014		Common Stock
Non-Qualified Stock Option (right to buy-TU000143)	\$ 26.3199				01/13/2005 ⁽²⁾	10/13/2014		Common Stock
Incentive Stock Option (right to buy-T0001703)	\$ 26.3199				01/13/2006 ⁽²⁾	01/13/2014		Common Stock
Non-Qualified Stock Option (right to buy-TU000144)	\$ 26.3199				01/13/2006 ⁽²⁾	01/13/2014		Common Stock
Non-Qualified Stock Option (right to buy-DF003299)	\$ 26.3199				01/13/2005 ⁽²⁾	01/13/2014		Common Stock
Non-Qualified Stock Option (right to buy-T0000769)	\$ 26.3199				06/27/2005 ⁽²⁾	01/13/2014		Common Stock
Incentive Stock Option (right to buy-DF902106)	\$ 26.8941				01/10/2006 ⁽²⁾	01/10/2015		Common Stock
Incentive Stock Option (right to buy-T0001361)	\$ 26.8941				01/10/2006 ⁽²⁾	01/10/2015		Common Stock
Non-Qualified Stock Option (right to buy-TU000145)	\$ 26.8941				01/10/2006 ⁽²⁾	01/10/2015		Common Stock
Non-Qualified Stock Option (right to buy-DF902107)	\$ 26.8941				01/10/2006 ⁽²⁾	01/10/2015		Common Stock
Non-Qualified Stock Option (right to buy-T0000797)	\$ 26.8941				01/10/2006 ⁽²⁾	01/10/2015		Common Stock
Incentive Stock Option (right to buy-DF004887)	\$ 37.74	01/13/2006		A	2,878 ⁽³⁾	01/13/2007 ⁽²⁾	01/13/2016	Common Stock

