

DEMOS STEVEN A
Form 3
January 13, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â DEMOS STEVEN A

(Last) (First) (Middle)

WHITE WAVE FOODS
COMPANY,Â 1900 NORTH
57TH COURT

(Street)

BOULDER,Â COÂ 80301

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/03/2005

3. Issuer Name **and** Ticker or Trading Symbol
DEAN FOODS CO/ [DF]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

___ Director ___ 10% Owner

X Officer ___ Other

(give title below) (specify below)

President-White Wave Foods Co.

6. Individual or Joint/Group

Filing(Check Applicable Line)

X Form filed by One Reporting
Person

___ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

10,655.162

D

Â

Common Stock

15,000

I

By limited liability company. ⁽¹⁾

Common Stock

16,950

I

By irrevocable family trust. ⁽²⁾

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Deferred Stock Units ⁽³⁾	12/22/2005	12/22/2014	Common	20,000	\$ 0	D	Â
Non-Qualified Stock Option (right to buy) ⁽⁴⁾	12/22/2005	12/22/2014	Common	40,715	\$ 32.3	D	Â
Incentive Stock Option (right to buy) ⁽⁴⁾	12/22/2005	12/22/2014	Common	9,285	\$ 32.3	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEMOS STEVEN A WHITE WAVE FOODS COMPANY 1900 NORTH 57TH COURT BOULDER,Â COÂ 80301	Â	Â	Â President-White Wave Foods Co.	Â

Signatures

Steven A.
Demos 01/13/2005

^{**}Signature of
Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Shares are held by Demos Investments, LLC. The Reporting Person controls, and is the majority owner of, Demos Investments, LLC.

(2) Shares are held by the Steven A. Demos Irrevocable Family Trust. The Reporting Person's brother is the Trustee and the Reporting Person's two children are the beneficiaries of the trust. The Reporting Person disclaims all interest in this family trust.

(3) The reporting person has received an exempt award of Deferred Stock Units ("DSUs") under the Company's 1989 Stock Awards Plan which is a right to receive shares of common stock of the Issuer in the future, subject to the terms and conditions of the DSU Award Agreement. The DSUs vest annually, on a prorata basis, over a five-year period beginning on on the first anniversary date of grant, subject to certain accelerated vesting provisions.

(4) The shares of common stock subject to the Option shall vest ratably in three equal increments commencing on the first anniversary of the grant date.

Â

Remarks:

TheÂ ReportingÂ PersonÂ wasÂ reinstatedÂ asÂ aÂ SectionÂ 16Â InsiderÂ effectiveÂ JanuaryÂ 3,Â 2005.

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.