ENGLES GREGG L

Form 4 March 03, 2006

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

January 31, Expires: 2005

OMB APPROVAL

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response...

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ENGLES GREGG L			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			DEAN FOODS CO/ [DF]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
2515 MCKINNEY AVENUE, SUITE 1200		NUE,	(Month/Day/Year) 03/03/2006	X Director 10% OwnerX Officer (give title Other (specify below) Chairman of the Board and		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
DALLAS, TX	75201		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Aco	urired Disposed of or Repeticially Owner		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acquir	ed, Disposed of,	or Beneficiall	y 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. Securit oror Dispos (Instr. 3,	ed of (` ′	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	03/03/2006		M	4,914	A	\$ 17.1835	2,497,664	D	
Common Stock	03/03/2006		M	13,974	A	\$ 12.1383	2,511,638	D	
Common Stock	03/03/2006		M	25,200	A	\$ 9.9569	2,536,838	D	
Common Stock	03/03/2006		M	259	A	\$ 9.9569	2,537,097	D	
Common Stock	03/03/2006		M	143	A	\$ 12.1383	2,537,240	D	

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Common A \$ 2,537,290 03/03/2006 M 50 D Stock

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy-SI000928)	\$ 9.9569	03/03/2006		M	25,200	01/29/2000(1)	01/29/2009	Common Stock
Incentive Stock Option (right to buy-T0001588)	\$ 9.9569	03/03/2006		M	259	01/29/2000(1)	01/29/2009	Common Stock
Incentive Stock Option (right to buy-SF002260)	\$ 12.1383	03/03/2006		M	13,974	01/22/2002(1)	01/22/2011	Common Stock
Incentive Stock Option (right to buy-T0002007)	\$ 12.1383	03/03/2006		M	143	01/22/2002(1)	01/22/2011	Common Stock
Incentive Stock Option (right to buy-DF001511)	\$ 17.1835	03/03/2006		M	4,914	01/14/2003(1)	01/14/2012	Common Stock
Incentive Stock Option (right to buy-T0002883)	\$ 17.1835	03/03/2006		M	50	01/14/2003(1)	01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy-DF001329)	\$ 17.1835					01/14/2003(1)	01/14/2012	Common Stock
Non-Qualified Stock Option (right to	\$ 17.1835					01/14/2003(1)	01/14/2012	Common Stock

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buy-T0000663)				
Non-Qualified Stock Option (right to buy-DF001512)	\$ 17.1835	01/14/2003(1)	01/14/2012	Common Stock
Non-Qualified Stock Option (right to buy-T0000675)	\$ 17.1835	01/14/2003(1)	01/14/2012	Common Stock
Incentive Stock Option (right to buy-DF002187)	\$ 20.9355	01/06/2004(1)	01/06/2013	Common Stock
Incentive Stock Option (right to buy-T0003517)	\$ 20.9355	01/06/2004(1)	06/06/2013	Common Stock
Non-Qualified Stock Option (right to buy-DF002188)	\$ 20.9355	01/06/2004(1)	01/06/2013	Common Stock
Non-Qualified Stock Option (right to buy-T0000656)	\$ 20.9355	01/06/2004(1)	01/06/2013	Common Stock
Non-Qualified Stock Option (right to buy-TU000181)	\$ 26.3199	01/13/2005(1)	01/13/2014	Common Stock
Incentive Stock Option (right to buy-T0003352)	\$ 26.3199	01/13/2005(1)	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy-TU000183)	\$ 26.3199	01/13/2005(1)	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy-DF003303)	\$ 26.3199	01/13/2005(1)	01/13/2014	Common Stock
Non-Qualified Stock Option (right to buy-T0000901)	\$ 26.3199	01/13/2005(1)	01/13/2014	Common Stock
Incentive Stock Option (right to buy-DF902594)	\$ 26.8941	01/07/2006(1)	01/07/2015	Common Stock

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Incentive Stock Option (right to buy-T0001295)	\$ 26.8941	01/07/2006(1)	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy-TU000182)	\$ 26.8941	01/07/2006(1)	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy-DF902595)	\$ 26.8941	01/07/2006(1)	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy-TO000619)	\$ 26.8941	01/07/2006(1)	01/07/2015	Common Stock
Non-Qualified Stock Option (right to buy-DF	\$ 37.74	01/13/2007(1)	01/13/2016	Common Stock
Deferred Stock Units (DU000091)	\$ 0	01/13/2005(2)	01/13/2014	Common Stock
Deferred Stock Units (TU905752)	\$ 0	01/13/2005(2)	01/13/2014	Common Stock
Restricted Stock Units (DF902062)	\$ 0	01/07/2006(2)	01/07/2015	Common Stock
Restricted Stock Units (TU905702)	\$ 0	01/10/2006(2)	01/10/2015	Common Stock
Restricted Stock Units (DU)	\$ 0	01/13/2007(2)	01/13/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
copyring of the runner, runner	Director	10% Owner	Officer	Other		
ENGLES GREGG L 2515 MCKINNEY AVENUE, SUITE 1200 DALLAS, TX 75201	X		Chairman of the Board and			

Reporting Owners 4

Signatures

Gregg L. Engles 03/03/2006

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** 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.
- 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 (2) 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.

Remarks:

SEE SECOND FORM 4 FILED ON THIS SAME DATE -- NO TRANSACTIONS BUT CONTINUATION OF LIST OF CU

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.

Signatures 5