

ENGLES GREGG L  
Form 4  
January 18, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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)  
01/13/2006

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)

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	01/13/2006		M		23,922 (1)	A	\$ 0 1,551,205 (1) D
Common Stock	01/13/2006		F		8,550 (1)	D	\$ 37.82 1,542,655 (1) D

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

**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.**

SEC 1474  
(9-02)

Edgar Filing: ENGLES GREGG L - Form 4

**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 Amount of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Shares
Non-Qualified Stock Option (right to buy-T0000589)	\$ 8.2329					05/13/1998 <sup>(2)</sup>	05/13/2007	Common Stock	270
Non-Qualified Stock Option (right to buy-T0000692)	\$ 8.2329					05/13/1998 <sup>(2)</sup>	05/13/2007	Common Stock	2,
Non-Qualified Stock Option (right to buy-SI000772)	\$ 16.4658					01/02/1999 <sup>(2)</sup>	01/02/2008	Common Stock	360
Non-Qualified Stock Option (right to buy-T0000716)	\$ 16.4658					01/02/1999 <sup>(2)</sup>	01/02/2008	Common Stock	3,
Incentive Stock Option (right to buy-SI000928)	\$ 9.9569					01/29/2000 <sup>(2)</sup>	01/29/2009	Common Stock	25
Incentive Stock Option (right to buy-T0001588)	\$ 9.9569					01/29/2000 <sup>(2)</sup>	01/29/2009	Common Stock	2
Non-Qualified Stock Option (right to buy-SI001255)	\$ 9.9569					01/29/2000 <sup>(2)</sup>	01/29/2009	Common Stock	244
Non-Qualified Stock Option (right to buy-T0000681)	\$ 9.9569					01/29/2000 <sup>(2)</sup>	01/29/2009	Common Stock	2,
Non-Qualified	\$ 9.6403					06/04/2000 <sup>(2)</sup>	06/04/2009	Common	171

Edgar Filing: ENGLES GREGG L - Form 4

Stock Option (right to buy-SI001308)				Stock	
Non-Qualified Stock Option (right to buy-T0000734)	\$ 9.6403	06/04/2000 <sup>(2)</sup>	06/04/2009	Common Stock	1,
Non-Qualified Stock Option (right to buy-SI001688)	\$ 10.5374	01/04/2001 <sup>(2)</sup>	01/04/2010	Common Stock	495
Non-Qualified Stock Option (right to buy-T0000668)	\$ 10.5374	01/04/2001 <sup>(2)</sup>	01/04/2010	Common Stock	5,
Incentive Stock Option (right to buy-SF002260)	\$ 12.1383	01/22/2002 <sup>(2)</sup>	01/22/2011	Common Stock	13
Incentive Stock Option (right to buy-T0002007)	\$ 12.1383	01/22/2002 <sup>(2)</sup>	01/22/2011	Common Stock	1
Non-Qualified Stock Option (right to buy-SF002261)	\$ 12.1383	01/22/2002 <sup>(2)</sup>	01/22/2011	Common Stock	586
Non-Qualified Stock Option (right to buy-T0000673)	\$ 12.1383	01/22/2002 <sup>(2)</sup>	01/22/2011	Common Stock	6,
Incentive Stock Option (right to buy-DF001511)	\$ 17.1835	01/14/2003 <sup>(2)</sup>	01/14/2012	Common Stock	4,
Incentive Stock Option (right to buy-T0002883)	\$ 17.1835	01/14/2003 <sup>(2)</sup>	01/14/2012	Common Stock	5,
Non-Qualified Stock Option (right to buy-DF001329)	\$ 17.1835	01/14/2003 <sup>(2)</sup>	01/14/2012	Common Stock	450
Non-Qualified Stock Option (right to buy-T0000663)	\$ 17.1835	01/14/2003 <sup>(2)</sup>	01/14/2012	Common Stock	4,
Non-Qualified Stock Option	\$ 17.1835	01/14/2003 <sup>(2)</sup>	01/14/2012	Common Stock	595

(right to  
buy-DF001512

Non-Qualified Stock Option (right to buy-T0000675)	\$ 17.1835	01/14/2003 <sup>(2)</sup>	01/14/2012	Common Stock	6,
Incentive Stock Option (right to buy-DF002187)	\$ 20.9355	01/06/2004 <sup>(2)</sup>	01/06/2013	Common Stock	4,
Incentive Stock Option (right to buy-T0003517)	\$ 20.9355	01/06/2004 <sup>(2)</sup>	06/06/2013	Common Stock	7
Non-Qualified Stock Option (right to buy-DF002188)	\$ 20.9355	01/06/2004 <sup>(2)</sup>	01/06/2013	Common Stock	604
Non-Qualified Stock Option (right to buy-T0000656)	\$ 20.9355	01/06/2004 <sup>(2)</sup>	01/06/2013	Common Stock	40

## 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                      01/18/2006

\*\*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).  
 The reporting person was entitled to receive a total of 23,922 shares of common stock of the Issuer pursuant to the vesting provisions in  
 (1) the 2004 Award of Restricted Stock Units ("RSUs"). A portion of these shares (8,550) were forfeited to satisfy tax obligations of the reporting person, resulting in the issuance of 15,372 net shares of common stock.  
 (2) The shares of common stock subject to the Option vest ratably in three equal increments commencing on the first anniversary of the grant date.

### Remarks:

CONTINUED ON SECOND FORM 4 FILED ON THIS SAME DATE.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

## Edgar Filing: ENGLES GREGG L - Form 4

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.