

DEAN FOODS CO/
Form 4/A
July 12, 2005

FORM 4

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

OMB APPROVAL

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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 *
FROMBERG BARRY A

(Last) (First) (Middle)

**2515 MCKINNEY AVENUE, LB
30, 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)
07/07/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
07/11/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President

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 Ownership (Instr. 4)
Common Stock	07/07/2005		M	(A) or (D) Amount 15,719 (1)	\$ 0	50,196.001	D

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

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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. 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	Am Num Sha
Deferred Stock Units <u>(2)</u>	\$ 0	07/07/2005		M	20,700 <u>(1)</u>	01/07/2004	01/07/2013	Common Stock	20
Deferred Stock Units <u>(2)</u>	\$ 0	07/07/2005		M	3,814 <u>(1) (3)</u>	01/13/2005	01/13/2014	Common Stock	3
Deferred Stock Units <u>(2)</u>	\$ 0					01/13/2005	01/13/2014	Common Stock	12
Deferred Stock Units <u>(2)</u>	\$ 0					01/13/2005	01/13/2014	Common Stock	2,3
Restricted Stock Units <u>(2)</u>	\$ 0					01/10/2006	01/10/2015	Common Stock	20
Restricted Stock Units <u>(2)</u>	\$ 0					01/10/2006	01/10/2015	Common Stock	3,7
Incentive Stock Option (right to buy) <u>(4)</u>	\$ 20.9355 <u>(5)</u>					01/06/2004	01/06/2013	Common Stock	4,0
Incentive Stock Option (right to buy) <u>(4)</u>	\$ 20.9355 <u>(5)</u>					01/06/2004	01/06/2013	Common Stock	7
Incentive Stock Option (right to buy) <u>(4)</u>	\$ 26.3199 <u>(5)</u>					01/13/2005	01/13/2014	Common Stock	3,2
Incentive Stock Option (right to buy) <u>(4)</u>	\$ 26.3199 <u>(5)</u>					01/13/2005	01/13/2014	Common Stock	3
Incentive Stock Option (right to buy) <u>(4) (6)</u>	\$ 26.8941 <u>(5)</u>					01/14/2003	01/14/2012	Common Stock	5,2
Incentive Stock Option (right to buy)	\$ 26.8941 <u>(5)</u>					01/14/2003	01/14/2012	Common Stock	9

(4) (6)

Non-Qualified Stock Option (right to buy) <u>(4)</u>	\$ 13.7918 <u>(5)</u>	08/28/1999	08/28/2008	Common Stock	62
Non-Qualified Stock Option (right to buy) <u>(4)</u>	\$ 13.7918 <u>(5)</u>	08/28/1999	08/28/2008	Common Stock	1
Non-Qualified Stock Option (right to buy) <u>(4)</u>	\$ 12.1383 <u>(5)</u>	01/22/2001	01/22/2011	Common Stock	4
Non-Qualified Stock Option (right to buy) <u>(4)</u>	\$ 12.1383 <u>(5)</u>	01/22/2001	01/22/2011	Common Stock	8
Non-Qualified Stock Option (right to buy) <u>(4)</u>	\$ 17.1835 <u>(5)</u>	01/14/2003	01/14/2012	Common Stock	11
Non-Qualified Stock Option (right to buy) <u>(4)</u>	\$ 17.1835 <u>(5)</u>	01/14/2003	01/14/2012	Common Stock	2
Non-Qualified Stock Option (right to buy) <u>(4)</u>	\$ 17.1835 <u>(5)</u>	01/14/2003	01/14/2012	Common Stock	75
Non-Qualified Stock Option (right to buy) <u>(4)</u>	\$ 17.1835 <u>(5)</u>	01/14/2003	01/14/2012	Common Stock	13
Non-Qualified Stock Option (right to buy) <u>(4)</u>	\$ 20.9355 <u>(5)</u>	01/06/2004	01/06/2013	Common Stock	90
Non-Qualified Stock Option (right to buy) <u>(4)</u>	\$ 20.9355 <u>(5)</u>	01/06/2004	01/06/2013	Common Stock	10
Non-Qualified Stock Option (right to buy) <u>(4)</u>	\$ 26.3199 <u>(5)</u>	01/13/2005	01/13/2014	Common Stock	40

Non-Qualified Stock Option (right to buy) (4)	\$ 26.3199 (5)	01/13/2005	01/13/2014	Common Stock	8,6
Non-Qualified Stock Option (right to buy) (4) (6)	\$ 26.8941 (5)	01/07/2006	01/07/2015	Common Stock	50
Non-Qualified Stock Option (right to buy) (4) (6)	\$ 26.8941 (5)	01/07/2006	01/07/2015	Common Stock	9,3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FROMBERG BARRY A 2515 MCKINNEY AVENUE, LB 30, SUITE 1200 DALLAS, TX 75201			Executive Vice President	

Signatures

Barry A.
Fromberg 07/12/2005
 **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).
- The reporting person was entitled to receive 20,700 shares of common stock of the Issuer pursuant to certain accelerated vesting provisions in the 2003 Award of Deferred Stock Units ("DSUs"). Due to the spin-off of the Issuer's Specialty Foods Division on June 27, 2005, the reporting person's number of DSUs has been adjusted by 3,814 to restore the post-spin value of the award to the pre-spin value of the award. A portion of these shares (8,795) were surrendered to satisfy a portion of the tax obligations of the reporting person, resulting in the issuance of 15,719 net shares of common stock.
- (1) 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 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.
 - (3) Due to the spin-off of the Issuer's Specialty Foods Division on June 27, 2005, the reporting person's number of DSUs has been adjusted to restore the post-spin value of the award to the pre-spin value of the award.
 - (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.
- Due to the spin-off of the Issuer's Specialty Foods Division on June 27, 2005, the option price has been adjusted to reflect the post-spin value of the option, and the reporting person has received additional options so the post-spin value of the option award is the same as the pre-spin value of the option award.
- (5) Adjusted to correctly reflect option grant type.
 - (6)

Remarks:

Amended to voluntarily report holdings adjusted due to spin-off of the Issuer's Specialty Foods Division on June 27, 2005.

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

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