

GOOLSBY MICHELLE P
Form 4
January 11, 2006

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GOOLSBY MICHELLE P

(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)
01/07/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____X____ Other (specify
below) below)
Exec VP, Chief Admin Officer, / General
Counsel and Secretary

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 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. 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	01/07/2006		M		4,856 (1)	A	\$ 0 17,334.249 D
Common Stock	01/07/2006		F		1,921 (1)	D	\$ 38 15,413.249 D

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

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SEC 1474
(9-02)

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Deferred Stock Units (DU000094) ⁽²⁾	\$ 0					01/13/2005	01/13/2014	Common Stock	16
Deferred Stock Units (TU905830) ⁽²⁾	\$ 0					01/13/2005	01/13/2014	Common Stock	2
Restricted Stock Units (DF902049) ⁽²⁾	\$ 0	01/07/2006		M	4,100 ⁽¹⁾	01/07/2006	01/07/2015	Common Stock	4
Restricted Stock Units (TU905728) ⁽²⁾	\$ 0	01/07/2006		M	756 ⁽¹⁾	01/07/2006	01/07/2015	Common Stock	7
Incentive Stock Option (right to buy - DF002193) ⁽³⁾	\$ 20.9355					01/06/2004	01/06/2013	Common Stock	4
Incentive Stock Option (right to buy - T0001053) ⁽³⁾	\$ 20.9355					01/06/2004	01/06/2013	Common Stock	7
Incentive Stock Option (right to buy - DF003308) ⁽³⁾	\$ 26.3199					01/13/2005	01/13/2014	Common Stock	1
Incentive Stock Option (right to buy - T0001773) ⁽³⁾	\$ 26.3199					01/13/2005	01/13/2014	Common Stock	1
Incentive Stock Option (right to buy - DF902436) ⁽³⁾	\$ 26.8941					01/07/2006	01/07/2015	Common Stock	5
	\$ 26.8941					01/07/2006	01/07/2015		6

Incentive Stock Option (right to buy - T0001371) ⁽³⁾					Common Stock	
Non-Qualified Stock Option (right to buy - SF000676) ⁽³⁾	\$ 13.7918	07/31/1999	07/31/2008	Common Stock	75	
Non-Qualified Stock Option (right to buy - T0000612) ⁽³⁾	\$ 13.7918	07/31/1999	07/31/2008	Common Stock	13	
Non-Qualified Stock Option (right to buy - SF002265) ⁽³⁾	\$ 12.1383	01/22/2002	01/22/2011	Common Stock	90	
Non-Qualified Stock Option (right to buy - DF001537) ⁽³⁾	\$ 17.1835	01/14/2003	01/14/2012	Common Stock	11	
Non-Qualified Stock Option (right to buy - T0000625) ⁽³⁾	\$ 17.1835	01/14/2003	01/14/2012	Common Stock	21	
Non-Qualified Stock Option (right to buy - DF001337) ⁽³⁾	\$ 17.1835	01/14/2003	01/14/2012	Common Stock	75	
Non-Qualified Stock Option (right to buy - T0000615) ⁽³⁾	\$ 17.1835	01/14/2003	01/14/2012	Common Stock	13	
Non-Qualified Stock Option (right to buy - DF002194) ⁽³⁾	\$ 20.9355	01/06/2004	01/06/2013	Common Stock	90	
Non-Qualified Stock Option (right to buy - T0000610) ⁽³⁾	\$ 20.9355	01/06/2004	01/06/2013	Common Stock	16	
Non-Qualified Stock Option (right to buy - DF003309) ⁽³⁾	\$ 26.3199	01/13/2005	01/13/2014	Common Stock	56	
	\$ 26.3199	01/13/2005	01/13/2014		10	

Non-Qualified Stock Option (right to buy - T0000708) ⁽³⁾				Common Stock	
Non-Qualified Stock Option (right to buy - TU000209) ⁽³⁾	\$ 26.3199	01/13/2005	01/13/2014	Common Stock	3
Non-Qualified Stock Option (right to buy - TU000206) ⁽³⁾	\$ 26.3199	01/13/2005	01/13/2014	Common Stock	2
Non-Qualified Stock Option (right to buy - DF902437) ⁽³⁾	\$ 26.8941	01/07/2006	01/07/2015	Common Stock	50
Non-Qualified Stock Option (right to buy - T0000700) ⁽³⁾	\$ 26.8941	01/07/2006	01/07/2015	Common Stock	9
Non-Qualified Stock Option (right to buy - TU000207) ⁽³⁾	\$ 26.8941	01/07/2006	01/07/2015	Common Stock	3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOOLSBY MICHELLE P 2515 MCKINNEY AVENUE, SUITE 1200 DALLAS, TX 75201			Exec VP, Chief Admin Officer,	General Counsel and Secretary

Signatures

Michelle P.
Goolsby

01/11/2006

 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).
- (1) The reporting person was entitled to receive a total of 4,856 shares of common stock of the Issuer pursuant to the vesting provisions in the 2005 Award of Deferred Stock Units ("DSUs"). A portion of these shares (1,921) were surrendered to satisfy tax obligations of the

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reporting person, resulting in the issuance of 2,935 net shares of common stock.

- A Deferred 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.
- (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.
- (3)

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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