ENGLES GREGG L
Form 4
December 27, 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
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(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)
12/22/2006

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman of the Board and

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. Transaction Code (Instr. 8) Code	V	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price	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)
Common Stock	12/22/2006 (1)		J (1)		22	A	$ 42.02 (1)	2,613,217	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)

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 Amou Underlying Securi (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Non-Qualified Stock Option (right to buy-DF001329)	$ 17.1835							01/14/2003[2]	01/14/2012	Common Stock	450
Non-Qualified Stock Option (right to buy-T0000663)	$ 17.1835							01/14/2003[2]	01/14/2012	Common Stock	4,
Non-Qualified Stock Option (right to buy-DF001512)	$ 17.1835							01/14/2003[2]	01/14/2012	Common Stock	595
Non-Qualified Stock Option (right to buy-T0000675)	$ 17.1835							01/14/2003[2]	01/14/2012	Common Stock	6,
Incentive Stock Option (right to buy-T0003517)	$ 20.9355							01/06/2004[2]	06/06/2013	Common Stock	7
Non-Qualified Stock Option (right to buy-DF002188)	$ 20.9355							01/06/2004[2]	01/06/2013	Common Stock	604
Non-Qualified Stock Option (right to buy-T0000656)	$ 20.9355							01/06/2004[2]	01/06/2013	Common Stock	40
Incentive Stock Option (right to buy-DF003302)	$ 26.3199							01/13/2005[2]	01/13/2014	Common Stock	1,
Non-Qualified Stock Option (right to buy-TU000181)	$ 26.3199							01/13/2005[2]	01/13/2014	Common Stock	1,

Incentive Stock Option (right to buy-T0003352)	$ 26.3199	01/13/2005 [2]	01/13/2014	Common Stock	1
Non-Qualified Stock Option (right to buy-TU000183)	$ 26.3199	01/13/2005 [2]	01/13/2014	Common Stock	2
Non-Qualified Stock Option (right to buy-DF003303)	$ 26.3199	01/13/2005 [2]	01/13/2014	Common Stock	320
Non-Qualified Stock Option (right to buy-T0000901)	$ 26.3199	01/13/2005 [2]	01/13/2014	Common Stock	40
Incentive Stock Option (right to buy-DF902594)	$ 26.8941	01/07/2006 [2]	01/07/2015	Common Stock	5,
Incentive Stock Option (right to buy-T0001295)	$ 26.8941	01/07/2006 [2]	01/07/2015	Common Stock	6
Non-Qualified Stock Option (right to buy-TU000182)	$ 26.8941	01/07/2006 [2]	01/07/2015	Common Stock	3
Non-Qualified Stock Option (right to buy-DF902595)	$ 26.8941	01/07/2006 [2]	01/07/2015	Common Stock	282
Non-Qualified Stock Option (right to buy-TO000619)	$ 26.8941	01/07/2006 [2]	01/07/2015	Common Stock	52
Incentive Stock Option (right to buy-DF004885)	$ 37.74	01/13/2007 [2]	01/13/2016	Common Stock	2,
Non-Qualified Stock Option (right to buy-DF004886)	$ 37.74	01/13/2007 [2]	01/13/2016	Common Stock	433
Restricted Stock Units (DF902062)	$ 0	01/07/2006 [3]	01/07/2015	Common Stock	83
Restricted Stock Units	$ 0	01/10/2006 [3]	01/10/2015	Common Stock	15

(TU905702)						
Restricted Stock Units (DU003749)	$ 0		01/13/2007 (3)	01/13/2016	Common Stock	89

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	12/27/2006
**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 shares were received by the reporting person on December 22, 2006 as distribution from WSW 1997 Exchange Fund, L.P., in which the reporting person invested shares in March 1998. The price is the value of the shares at the close of business on the last business day of the quarter, September 30, 2006.

(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) 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.

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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