DEAN FOODS CO/
Form 4
March 17, 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 *
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)
03/16/2006

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 below) _____ Other (specify below)
Executive Vice President

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)		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	03/16/2006		M		34,809	A	$ 17.1835	78,121.001	D	
Common Stock	03/16/2006		M		45	A	$ 12.1383	78,166.001	D	
Common Stock	03/16/2006		M		3,569	A	$ 13.7918	81,735.001	D	
Common Stock	03/16/2006		M		11,569	A	$ 13.7918	93,304.001	D	
Common Stock	03/16/2006		M		1	A	$ 26.3199	93,305.001	D	

Common Stock	03/16/2006	M	7	A	$ 26.8941	93,312.001	D
Common Stock	03/16/2006[(1)]	S	5,071	D	$ 38	88,241.001	D
Common Stock	03/16/2006[(1)]	S	288	D	$ 38.01	87,953.001	D
Common Stock	03/16/2006[(1)]	S	2,357	D	$ 38.02	85,596.001	D
Common Stock	03/16/2006[(1)]	S	147	D	$ 38.03	85,449.001	D
Common Stock	03/16/2006[(1)]	S	1,786	D	$ 38.04	83,663.001	D
Common Stock	03/16/2006[(1)]	S	7,713	D	$ 38.05	75,950.001	D
Common Stock	03/16/2006[(1)]	S	2,500	D	$ 38.06	73,450.001	D
Common Stock	03/16/2006[(1)]	S	357	D	$ 38.07	73,093.001	D
Common Stock	03/16/2006[(1)]	S	2,124	D	$ 38.08	70,969.001	D
Common Stock	03/16/2006[(1)]	S	500	D	$ 38.09	70,469.001	D
Common Stock	03/16/2006[(1)]	S	500	D	$ 38.11	69,969.001	D
Common Stock	03/16/2006[(1)]	S	1,071	D	$ 38.2	68,898.001	D
Common Stock	03/16/2006[(1)]	S	1,428	D	$ 38.21	67,470.001	D
Common Stock	03/16/2006[(1)]	S	2,714	D	$ 28.22	64,756.001	D
Common Stock	03/16/2006[(1)]	S	3,714	D	$ 38.23	61,042.001	D
Common Stock	03/16/2006[(1)]	S	1,857	D	$ 38.24	59,185.001	D
Common Stock	03/16/2006[(1)]	S	13,784	D	$ 38.25	45,401.001	D
Common Stock	03/16/2006[(1)]	S	1,161	D	$ 38.26	44,240.001	D
Common Stock	03/16/2006[(1)]	S	928	D	$ 38.27	43,312.001	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)

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 Secur (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Deferred Stock Units (DU000093) (2)	$ 0							01/13/2005	01/13/2014	Common Stock	9,
Deferred Stock Units (TU905827) (2)	$ 0							01/13/2005	01/13/2014	Common Stock	1,
Restricted Stock Units (DF902033) (2)	$ 0							01/07/2006	01/07/2015	Common Stock	16
Restricted Stock Units (TU905726) (2)	$ 0							01/07/2006	01/07/2015	Common Stock	3,
Incentive Stock Option (right to buy - DF002195) (3)	$ 20.9355							01/06/2004	01/06/2013	Common Stock	4,
Incentive Stock Option (right to buy - T0001047) (3)	$ 20.9355							01/06/2004	01/06/2013	Common Stock	7
Incentive Stock Option (right to buy - DF003306) (3)	$ 26.3199	03/16/2006		M			1	01/13/2005	01/13/2014	Common Stock	
Incentive Stock Option	$ 26.3199							01/13/2005	01/13/2014	Common Stock	1

(right to buy - T0001768) (3)										
Incentive Stock Option (right to buy - DF902167) (3)	$ 26.8941						01/07/2006	01/07/2015	Common Stock	5,
Incentive Stock Option (right to buy - T0001365) (3)	$ 26.8941						01/07/2006	01/07/2015	Common Stock	6
Non-Qualified Stock Option (right to buy - T0000579) (3)	$ 13.7918	03/16/2006		M		3,569	07/31/1999	07/31/2008	Common Stock	3,
Non-Qualified Stock Option (right to buy - T0000608) (3)	$ 13.7918	03/16/2006		M		11,569	07/31/1999	07/31/2008	Common Stock	11
Non-Qualified Stock Option (right to buy - T0000499) (3)	$ 12.1383	03/16/2006		M		45	01/22/2002	01/22/2011	Common Stock	
Non-Qualified Stock Option (right to buy - T0003349) (3)	$ 12.1383						01/22/2002	01/22/2011	Common Stock	
Non-Qualified Stock Option (right to buy - DF001332) (3)	$ 17.1835	03/16/2006		M		34,809	01/14/2003	01/14/2012	Common Stock	34
Non-Qualified Stock Option (right to buy - DF003307) (3)	$ 26.3199						01/13/2005	01/13/2014	Common Stock	31
Non-Qualified Stock Option (right to buy - TU000197) (3)	$ 26.3199						01/13/2005	01/13/2014	Common Stock	1,
Non-Qualified Stock Option (right to buy - T0000695) (3)	$ 26.3199						01/13/2005	01/13/2014	Common Stock	5,
Non-Qualified Stock Option (right to buy -	$ 26.3199						01/13/2005	01/13/2014	Common Stock	1

TU000198) (3)									
Non-Qualified Stock Option (right to buy - DF902168) (3)	$ 26.8941					01/07/2006	01/07/2015	Common Stock	32
Non-Qualified Stock Option (right to buy - T0000699) (3)	$ 26.8941	03/16/2006		M	7	01/07/2006	01/07/2015	Common Stock	

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	03/17/2006
**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) Sales are pursuant to a 10b5-1 Sales Plan dated March 13, 2006, between reporting person and Bear Stearns & Co., Inc., acting as agent, to permit the orderly disposition of a portion of the reporting person's holdings of the Issuer's common stock, par value $01 per share.

(2) 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) The shares of common stock subject to the Option vest ratably in three equal increments commencing on the first anniversary of the grant date.

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.