

DEAN FOODS CO/  
Form 8-K  
December 23, 2005

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 or 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported):  
December 23, 2005 (December 19, 2005)

**Dean Foods Company**

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(Exact name of registrant as specified in its charter)

Delaware

1-12755

75-2559681

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(State or other Jurisdiction of  
Incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

2515 McKinney Avenue, Suite 1200  
Dallas, Texas 75201

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(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code:  
(214) 303-3400

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement

On December 19, 2005, the Compensation Committee of our Board of Directors determined 2006 base salaries, target bonus percentages and long-term incentive awards for our executive officers. The 2006 base salaries, target bonus percentages and long-term incentive awards for the Named Executive Officers (as defined in Item 402 of Regulation S-K) included in our 2005 proxy statement will be:

<b>Name</b>	<b>Title</b>	<b>2006 Base Salary</b>	<b>2006 Target Bonus Percentage<sup>1</sup></b>	<b>2006 Option Grant</b>	<b>2006 Stock Unit Award</b>
Gregg L. Engles	Chairman of the Board and Chief Executive Officer	\$ 1,200,000	120%	436,000	89,000
Michelle P. Goolsby	Executive Vice President, General Counsel and Chief Administrative Officer	\$ 515,000	70%	86,200	18,000
Barry A. Fromberg <sup>2</sup>	Executive Vice President and Chief Financial Officer	\$ 435,000	65%	0	0
Ronald H. Klein	Senior Vice President Corporate Development	\$ 357,500	55%	45,000	10,000
Pete Schenkel	President, Dean Dairy Group	\$500,000 <sup>3</sup>	50%	262,500	0

<sup>1</sup> Target bonus percentages included in the table are expressed as a percentage of base salary. Pursuant to our Executive Incentive Compensation Plan, executive officers are eligible to receive 0% to 200% of their target bonuses, depending on the level of achievement of the performance criteria established by

the  
Compensation  
Committee of  
our Board of  
Directors. At its  
meeting on  
December 19,  
2005, the  
Compensation  
Committee  
decided not to  
modify the  
Executive  
Incentive  
Compensation  
Plan including  
the performance  
criteria  
established  
thereunder, a  
copy of which is  
filed as  
Exhibit 10.6 to  
our Annual  
Report on Form  
10-K for the  
year ended  
December 31,  
2004.

<sup>2</sup> Mr. Fromberg  
has announced  
his intention to  
retire effective  
April 1, 2006.  
Therefore, the  
Compensation  
Committee  
determined not  
to increase his  
base salary for  
2006. On  
November 7,  
2005, we  
entered into an  
agreement with  
Mr. Fromberg  
pursuant to  
which he has  
agreed to  
continue in his

position until April 1, 2006, in exchange for certain payments that we will make to him in 2006 and beyond. The terms of our agreement with Mr. Fromberg are disclosed in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2005, and the agreement is filed as Exhibit 10.9 thereto.

<sup>3</sup> Mr. Schenkel will resign as President of Dean Dairy Group effective December 31, 2005. Beginning January 1, 2006, Mr. Schenkel will become Vice Chairman of our Board of Directors for a period of 2 years. On December 2, 2005, we entered into an agreement with Mr. Schenkel pursuant to which we agreed to the terms of his employment as Vice Chairman, including his compensation.

The terms of the agreement are disclosed in our Current Report on Form 8-K filed December 7, 2005. A copy of the agreement will be filed with our Annual Report on Form 10-K for the year ended December 31, 2005.

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Effective October 11, 2005, Mr. Joseph Scalzo became President of WhiteWave Foods Company, making him an executive officer of the company. On August 30, 2005, we filed a current report on Form 8-K announcing his selection as President of WhiteWave Foods Company and disclosing the terms of his employment, including his 2005 base salary and target bonus percentage, as well as the 245,000 options he was awarded as an indorsement grant. On December 19, 2005, the Compensation Committee of our Board of Directors decided to raise his base salary to \$620,000 beginning in 2006. His target bonus percentage will continue to be 80% of his base salary. He will not receive an equity grant in 2006.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: December 23, 2005

DEAN FOODS COMPANY

By: /s/ Lisa N. Tyson

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Lisa N. Tyson  
*Senior Vice President and  
Deputy General Counsel*

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