

ENGLES GREGG L

Form 4/A

July 12, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
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)

07/07/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)
07/11/20055. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Chairman of the Board and

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy) <u>(1)</u>	\$ 9.9569 <u>(2)</u>						01/29/2000	01/29/2009	Common Stock	25,200 <u>(2)</u>
Incentive Stock Option (right to buy) <u>(1)</u>	\$ 9.9569 <u>(2)</u>						01/29/2000	01/29/2009	Common Stock	259 <u>(2)</u>
Incentive Stock Option (right to buy) <u>(1)</u>	\$ 12.1383 <u>(2)</u>						01/22/2002	01/22/2011	Common Stock	13,974 <u>(2)</u>
Incentive Stock Option (right to buy) <u>(1)</u>	\$ 12.1383 <u>(2)</u>						01/22/2002	01/22/2011	Common Stock	143 <u>(2)</u>
Incentive Stock Option (right to buy) <u>(1)</u>	\$ 17.1835 <u>(2)</u>						01/14/2003	01/14/2012	Common Stock	4,914 <u>(2)</u>
Incentive Stock Option (right to buy) <u>(1)</u>	\$ 17.1835 <u>(2)</u>						01/14/2003	01/14/2012	Common Stock	50 <u>(2)</u>
Incentive Stock Option (right to buy) <u>(1)</u>	\$ 20.9355 <u>(2)</u>						01/06/2004	01/06/2013	Common Stock	4,032 <u>(2)</u>
Incentive Stock Option (right to buy) <u>(1)</u>	\$ 20.9355 <u>(2)</u>						01/06/2004	01/06/2013	Common Stock	743 <u>(2)</u>
Incentive Stock Option (right to buy) <u>(1)</u>	\$ 26.3199 <u>(2)</u>						01/13/2005	01/13/2014	Common Stock	3,209 <u>(2)</u>

Incentive Stock Option (right to buy) <u>(1)</u>	\$ 26.3199 <u>(2)</u>	01/13/2005	01/13/2014	Common Stock	405 <u>(2)</u>
Incentive Stock Option (right to buy) <u>(1)</u>	\$ 26.8941 <u>(2)</u>	01/07/2006	01/07/2015	Common Stock	5,232
Incentive Stock Option (right to buy) <u>(1)</u>	\$ 26.8941 <u>(2)</u>	01/07/2006	01/07/2015	Common Stock	964 <u>(2)</u>
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 8.2329 <u>(2)</u>	05/13/1998	05/13/2007	Common Stock	270,000 <u>(2)</u>
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 8.2329 <u>(2)</u>	05/13/1998	05/13/2007	Common Stock	2,773 <u>(2)</u>
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 16.4658 <u>(2)</u>	01/02/1999	01/02/2008	Common Stock	360,000 <u>(2)</u>
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 16.4658 <u>(2)</u>	01/02/1999	01/02/2008	Common Stock	3,697 <u>(2)</u>
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 9.9569 <u>(2)</u>	01/29/2000	01/29/2009	Common Stock	244,800 <u>(2)</u>
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 9.9569 <u>(2)</u>	01/29/2000	01/29/2009	Common Stock	2,514 <u>(2)</u>
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 9.6403 <u>(2)</u>	06/04/2000	06/04/2009	Common Stock	171,000 <u>(2)</u>
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 9.6403 <u>(2)</u>	06/04/2000	06/04/2009	Common Stock	1,756 <u>(2)</u>
		01/04/2001	01/04/2010		

Non-Qualified Stock Option (right to buy) (1)	\$ 10.5374 (2)				Common Stock	495,000 (2)
Non-Qualified Stock Option (right to buy) (1)	\$ 10.5374 (2)	01/04/2001	01/04/2010		Common Stock	5,083 (2)
Non-Qualified Stock Option (right to buy) (1)	\$ 12.1383 (2)	01/22/2002	01/22/2011		Common Stock	586,020 (2)
Non-Qualified Stock Option (right to buy) (1)	\$ 12.1383 (2)	01/22/2002	01/22/2011		Common Stock	6,020 (2)

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

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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