DAVIS TOM C Form 4/A April 23, 2003

## FORM 4

\_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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| 1. Name and Add  Davis, Tom C.        | 2. Issuer Name <b>and</b> Ticker or Trading Symbol <b>Dean Foods Company DF</b> |                                |      |   |         |  |             | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)  |                                       |   |                         |  |
|---------------------------------------|---|--------------------------------|------|---|---------|--|-------------|--|---------------------------------------|---|-------------------------|--|
| (Last) 500 Crescent Co Suite 270      | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)   |                                |      |   |         | tatement for<br>nth/Day/Year<br><b>31/03</b> | 10          | X Director  10% Owner  Officer (give title below)  Other (specify below) |                                       |   |                         |  |
| (Street)  Dallas, TX 75201            |   |                                |      |   |         |  | Date<br>(Mo | Amendment,<br>e of Original<br>onth/Day/Year)<br>6/03                    | (C<br><u><b>X</b></u><br>Pe           | 7. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person |                         |  |
| (City)                                | (State) (   | Zip)                           | T    | able  | I Non-D | erivati                                      | ve Secu     | irities Acquired,  | Dispose                               | d of, or Benef  | icially Owned           |  |
| 1. Title of<br>Security<br>(Instr. 3) | 2A. Deemed Execution Date,  | 3. Transaction C               | Code | 4. Securitie<br>(A) or Disp<br>(Instr. 3, 4 | osed o  |  |             |  | 6. Owner-<br>ship Form:<br>Direct (D) | 7. Nature of<br>Indirect<br>Beneficial  |                         |  |
|                                       | (Month/ Day/<br>Year)   | if any<br>(Month/Day/<br>Year) | Code | V   | Amount  | (A)<br>or<br>(D)                             | Price       | Owned Following Reported<br>Transactions(s)<br>(Instr. 3 & 4)            |                                       | or Indirect (I)<br>(Instr. 4)   | Ownership<br>(Instr. 4) |  |
| Common Stock                          | 03/31/03  |                                | A    | V   | 576     | A  | 0(1)        |  | 2,727                                 | D   |                         |  |

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

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#### **FORM 4 (continued)** Table II - Derivative Securities Acquired, Disposed of, or Beneficially **Owned**

(e.g. nuts calls warrants ontions convertible securities)

| (c.g., puts, cans, warrants, options, convertible securities) |                   |   |   |  |  |  |   |  |  |  |  |  |
|---|-------------------|---|---|--|--|--|---|--|--|--|--|--|
| Title of  | 2. Conver-        | 3.  | 3A.   | 4.   | 5.   | 6. Date Exercisable  | 7. Title and  | 8. Price of  | 9. Number of   | 10.  | 11. Natui  |  |
| erivative   | sion or           | Trans-  | Deemed  | Trans-   | Number   | and Expiration   | Amount of   | Derivative   | Derivative   | Owner-   | of Indire  |  |
| ecurity   | Exercise          | action  | Execution   | action   | of   | Date   | Underlying  | Security   | Securities   | ship   | Beneficia  |  |
|   | Price of          | Date  | Date,   | Code   | Derivati   | (Medonth/Day/  | Securities  | (Instr. 5)   | Beneficially   | Form   | Ownersh  |  |
| nstr. 3)  | Derivative        |   | if any  |  | Securition   | <b>X</b> ear)  | (Instr. 3 & 4)  |  | Owned  | of Deriv-  | (Instr. 4)   |  |
|   | Security          | (Month/   | (Month/   | (Instr.  | Acquire  | d  |   |  | Following  | ative  |  |  |
|   |                   |   |   | 8)   | (A) or   |  |   |  | Reported   | Security:  |  |  |
|   |                   | Year)   | Year)   |  | Dispose  | d  |   |  | Transaction(s)   | Direct   |  |  |
|   | erivative ecurity | erivative sion or Exercise Price of Derivative Security | Title of 2. Conver-3. Trans- ecurity Exercise action Price of Date Derivative Security (Month/ Day/ | Title of erivative sion or Transbucurity Exercise action Execution Price of Date Date, if any Security (Month/Day/Day/Day/ | Title of 2. Conversion or Sion or Trans- Exercise Exercise action Execution Price of Date Date, Code Instr. 3)  Title of 2. Conversion Sion or Trans- Execution Execution Date Date, Code If any Security (Month/ (Month/ Day/ Day/ 8) | Title of 2. Conver-3. 3A. 4. 5. Perivative sion or Trans- Deemed Trans- Decemed Exercise action Execution action of Price of Date Date, Code Derivati Security (Month/ (Month/ Day/ Day/ 8) (A) or | Title of 2. Conver-3. 3A. 4. 5. 6. Date Exercisable erivative sion or Trans- Exercise action Execution action of Date Price of Date Date, Code Derivative Security (Month/ Day/ Securities)  Security (Month/ Day/ Day/ B) (A) or Securities  1 | erivative sion or Trans- ccurity Exercise action Price of Date Derivative Security Security Security Security Day/  Derivative Day/  Deprivative Security (Month/ Day/ Securities)  Deprivative Security (Month/ Day/ Securities)  Deprivative Security (Month/ Day/ Securities)  Number and Expiration Of Date Underlying Securities  Securities Securities  (Instr. 3 & 4) | Title of erivative sion or Transbuckerity Exercise action Price of Date Detervative Date, Code Derivative Security Secur | Title of sion or Transberrivative Exercise action Price of Date Date, Derivative Security Sec | Title of sion or Transbucurity Exercise action Execution action Date Date, Code Derivative Security Se |  |

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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|                               |         |  |      | (In  | (D)<br>str.<br>4 & |              |                         |  | ,                                      | (D)<br>or<br>Indirect<br>(I)<br>(Instr. 4) |        |   |  |
|-------------------------------|---------|--|------|------|--------------------|--------------|-------------------------|--|--|--|--------|---|--|
|                               |         |  | Code | V (A |                    | Exer-cisable | Expira-<br>tion<br>Date |  | Amount<br>or<br>Number<br>of<br>Shares |  |        |   |  |
| Non-Qualified<br>Stock Option | \$26.55 |  |      |      |                    |              | 06/29/01                |  | Common<br>Stock                        | 15,000                                     | 15,000 | D |  |
| Non-Qualified<br>Stock Option | \$37.16 |  |      |      |                    |              | 07/01/02                |  | Common<br>Stock                        | 15,000                                     | 15,000 | D |  |

Explanation of Responses:

(1) These are restricted shares issued under Dean's 1997 Stock Option and Restricted Stock Plan in payment of fees owed for services as an independent director. All such shares are subject to a 3-year vesting period, with the first vesting occurring as of the date the shares were issued.

By: /s/ Tom C. Davis

04/22/2003

Date

\*\*Signature of Reporting Person

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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<sup>\*\*</sup>Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).