

FROMBERG BARRY A
Form 4
September 25, 2002

FORM 4

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

OMB APPROVAL

☐ 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**

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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

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1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol				6. Relationship of Reporting Person(s)		
Fromberg, Barry A.			Dean Foods Company (DF)				to Issuer (Check all applicable)		
(Last) (First) (Middle)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year September 24, 2002		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)		
2515 McKinney Avenue, LB 30, Suite 1200							Executive Vice President and Chief Financial Officer		
(Street)			5. If Amendment, Date of Original (Month/Day/Year)		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person				
Dallas, TX 75201									
(City) (State) (Zip)			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 & 5)	5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	09/24/02		M	16,800 A	\$17.6875	21,294	D		
Common Stock	09/24/02		M	44 A	\$21.5625	21,338	D		

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

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

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FORM 4 (continued) 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 Price of	3. Transaction Date	3A. Deemed Execution Date, Code	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially	10. Ownership Form	11. Nature of Indirect Beneficial Ownership
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(Instr. 3)	Derivative Security	(Month/Day/Year)	if any (Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D)		Year		(Instr. 3 & 4)		Owned Following Reported Transaction(s) (Instr. 4)	of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	(Instr. 4)
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Non-Qualified Stock Option (right to buy)	18.7188								01/04/01	01/04/10	Common Stock	26,666	
Non-Qualified Stock Option (right to buy)	21.5625								01/22/02	01/22/11	Common Stock	67,218	
Incentive Stock Option (right to buy)	17.6875	09/24/02		M			16,800		01/29/00	01/29/09	Common Stock	16,800	
Incentive Stock Option (right to buy)	21.5625	09/24/02		M			44		01/22/02	01/22/11	Common Stock	9,316	
Incentive Stock Option (right to buy)	30.5250								01/14/03	01/14/12	Common Stock	3,276	
Non-Qualified Stock Option (right to buy)	24.5000								08/28/99	08/28/08	Common Stock	90,000	
Non-Qualified Stock Option (right to buy)	30.5250								01/14/03	01/14/12	Common Stock	50,000	
Non-Qualified Stock Option (right to buy)	30.5250								01/14/03 ⁽¹⁾	01/14/12	Common Stock	76,724	

Explanation of Responses:

(1) With respect to all the Non-Qualified Stock Options listed, the shares of common stock subject to the Options vest ratably in three equal increments commencing on the first anniversary of the grant date.

By: /s/ **Barry A. Fromberg**

September 24, 2002

Date

**Signature of Reporting Person

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

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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