

FROMBERG BARRY A
Form 4
May 02, 2003

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).

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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

Filed By
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1. Name and Address of Reporting Person* Fromberg, Barry A. (Last) (First) (Middle) 2515 McKinney Avenue, LB 30, Suite 1200 (Street) Dallas, TX 75201			2. Issuer Name and Ticker or Trading Symbol Dean Foods Company (DF)			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Vice President and Chief Financial Officer		
			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year April 30, 2003		
			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		

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/30/03		J		54.053	A	\$37.0005⁽¹⁾	21,392.053	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 (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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported	10. Ownership Form of Derivative Security:	11. Nature of Ownership (Instr. 4)
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		Year)	of (D)		Date	Expira- tion Date	Title	Amount or Number of Shares	Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)		
			(Instr. 3, 4 & 5)	(A) (D)								
			Code	V								
Non-Qualified Stock Option (right to buy)	18.7188				01/04/01	01/04/10	Common Stock	26,666	26,666	D		
Non-Qualified Stock Option (right to buy)	21.5625				01/22/02	01/22/11	Common Stock	67,218	67,218	D		
Incentive Stock Option (right to buy)	17.6875	09/24/02		M	16,800	01/29/00	01/29/09	Common Stock	16,800	0	D	
Incentive Stock Option (right to buy)	21.5625	09/24/02		M	44	01/22/02	01/22/11	Common Stock	9,316	9,272	D	
Incentive Stock Option (right to buy)	30.5250					01/14/03	01/14/12	Common Stock	3,276	3,276	D	
Non-Qualified Stock Option (right to buy)	24.5000					08/28/99	08/28/08	Common Stock	90,000	90,000	D	
Non-Qualified Stock Option (right to buy)	30.5250					01/14/03	01/14/12	Common Stock	50,000	50,000	D	
Non-Qualified Stock Option (right to buy)	30.5250					01/14/03	01/14/12	Common Stock	76,724	76,724	D	
Incentive Stock Option (right to buy)	37.1900	01/06/03		A	V	2,688	01/06/04 ⁽²⁾	01/06/13	Common Stock	2,688	2,688	D
Non-Qualified Stock Option (right to buy)	37.1900	01/06/03		A	V	60,312	01/06/04 ⁽²⁾	01/06/13	Common Stock	60,312	60,312	D
Deferred Stock Units (right to receive)	0	01/07/03		A	V	23,000	01/07/04 ⁽³⁾	01/07/13	Common Stock	23,000	23,000	D

Explanation of Responses:

(1) Shares purchased through Issuer's Employee Stock Purchase Plan.

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

(3) The reporting person has received an exempt award of Deferred Stock Units ("DSUs") under the Company's 1989 Stock Awards Plan which is a right to receive shares of common stock of the Issuer in the future, subject to the terms and conditions of the DSU Award Agreement. The DSUs vest annually, on a prorata basis, over a five-year period beginning on the first anniversary of the date of grant, subject to certain accelerated vesting provisions.

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

May 2, 2003

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).

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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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