DEAN FOODS CO/
Form 4
November 21, 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

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response. . .0.5

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 Romeo & Dye's Instant Form 4 Filer
www.section16.net

1. Name and Address of Reporting Person* **Engles, Gregg L.**	2. Issuer Name **and** Ticker or Trading Symbol **Dean Foods Company (DF)**		6. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director _ 10% Owner X Officer (give title below) _ Other (specify below) **Chairman of the Board and Chief Executive Officer**
(Last) (First) (Middle) **2515 McKinney Avenue, Suite 1200**	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year **11/19/02**	
(Street) **Dallas, TX 75201**		5. If Amendment, Date of Original (Month/Day/Year)	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)	**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	**11/19/02**[(1)]		**S**		**5,000**	**D**	**38.00**	**1,107,012**	**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).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

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/	3A. Deemed Execution Date, if any (Month/ Day/	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or	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. Natur of Indirec Beneficia Ownersh (Instr. 4)

		Year)	Year)			Disposed of (D) (Instr. 3, 4 & 5)							Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	
				Code	V	(A)	(D)	Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares				
Incentive Stock Option	**$17.6875**							**01/29/00**	**01/29/09**	**Common Stock**	**16,800**		**16,800**	**D**	
Incentive Stock Option	**$21.5625**							**01/22/02**	**01/22/11**	**Common Stock**	**9,316**		**9,316**	**D**	
Incentive Stock Option	**$30.5250**							**01/14/03**	**01/14/12**	**Common Stock**	**3,276**		**3,276**	**D**	
Non-Qualified Stock Option	**$14.6250**							**05/13/98**	**05/13/07**	**Common Stock**	**600,000**		**600,000**	**D**	
Non-Qualified Stock Option	**$17.1250**							**06/04/00**	**06/04/09**	**Common Stock**	**114,000**		**114,000**	**D**	
Non-Qualified Stock Option	**$17.6875**							**01/29/00**	**01/29/09**	**Common Stock**	**163,200**		**163,200**	**D**	
Non-Qualified Stock Option	**$18.7188**							**01/04/01**	**04/04/10**	**Common Stock**	**330,000**		**330,000**	**D**	
Non-Qualified Stock Option	**$21.5625**							**01/22/02**	**01/22/11**	**Common Stock**	**390,684**		**390,684**	**D**	
Non-Qualified Stock Option	**$29.2500**							**01/02/99**	**01/02/08**	**Common Stock**	**240,000**		**240,000**	**D**	
Non-Qualified Stock Option	**$30.5250**							**01/14/03**	**01/14/12**	**Common Stock**	**696,724**		**696,724**	**D**	

Explanation of Responses:

(1) Sale is pursuant to a 10b5-1 Sales Plan dated October 23, 2002, between Reporting Person and Bear Stearns & Co. Inc., acting as agent, to permit the orderly disposition of a portion of the Reporting Person's holdings of the Issuer's common stock, par value $.01 per share of Dean Foods Company. The Sales Plan authorizes Bear Stearns to sell 120,000 shares of stock commencing on November 12, 2002, at a rate of 30,000 shares per fiscal quarter.

By: /s/ **Gregg L. Engles** **November 21, 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.