

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2004-08-12** | Period of Report: **2004-08-10**
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ISSUER

DREYERS GRAND ICE CREAM HOLDINGS INC

CIK: **1189712** | IRS No.: **020623497** | State of Incorporation: **DE** | Fiscal Year End: **1227**
SIC: **2024** Ice cream & frozen desserts

Mailing Address
5929 COLLEGE AVE.
OAKLAND CA 94618

Business Address
5929 COLLEGE AVE.
OAKLAND CA 94618

REPORTING OWNER

ROGERS T GARY

CIK: **1228089**
Type: **4** | Act: **34** | File No.: **000-50325** | Film No.: **04971019**

Business Address
C/O DREYERS GRAND ICE
CREAM INC
5929 COLLEGE AVENUE
OAKLAND CA 94618
5106014441

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

OMB APPROVAL

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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

1. Name and Address of Reporting Person ROGERS T GARY			2. Issuer Name and Ticker or Trading Symbol DREYERS GRAND ICE CREAM HOLDINGS INC [DRYR]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman and CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/10/2004			6. 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		
5929 COLLEGE AVE. (Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					
OAKLAND 94618 (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 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	(A) or (D)	Price			
Class A Callable Puttable Common Stock								22,549	I	By 401(k) Plan.
Class A Callable Puttable Common Stock								818,113	I	By trust. ⁽¹⁾
Class A Callable Puttable Common Stock	08/10/2004		<u>M</u>		22,306	A	\$12.375	22,306 ⁽⁸⁾	I	By trust. ⁽¹⁾
Class A Callable Puttable Common Stock	08/10/2004		<u>S</u>		4,933	D	\$79.3904	0 ⁽⁸⁾	I	By trust. ⁽¹⁾
Class A Callable Puttable Common Stock	08/10/2004		<u>S</u>		17,373	D	\$79.37	0 ⁽⁸⁾	I	By trust. ⁽¹⁾
Class A Callable Puttable Common Stock	08/10/2004		<u>M</u>		5,687	A	\$22.875	5,687 ⁽⁸⁾	I	By trust. ⁽¹⁾
Class A Callable Puttable Common Stock	08/10/2004		<u>S</u>		4,718	D	\$79.4	0 ⁽⁸⁾	I	By trust. ⁽¹⁾
Class A Callable Puttable Common Stock	08/10/2004		<u>S</u>		969	D	\$79.39	0 ⁽⁸⁾	I	By trust. ⁽¹⁾
Class A Callable Puttable Common Stock	08/10/2004		<u>M</u>		23,870	A	\$17.3438	23,870 ⁽⁸⁾	I	By trust. ⁽¹⁾
Class A Callable Puttable Common Stock	08/10/2004		<u>S</u>		23,870	D	\$79.37	0 ⁽⁸⁾	I	By trust. ⁽¹⁾
Class A Callable Puttable Common Stock	08/10/2004		<u>M</u>		37,737	A	\$31.125	27,737 ⁽⁸⁾	I	By trust. ⁽¹⁾
Class A Callable Puttable Common Stock	08/10/2004		<u>S</u>		20,137	D	\$79.37	0 ⁽⁸⁾	I	By trust. ⁽¹⁾
Class A Callable Puttable Common Stock	08/10/2004		<u>S</u>		2,000	D	\$79.38	0 ⁽⁸⁾	I	By trust. ⁽¹⁾
Class A Callable Puttable Common Stock	08/10/2004		<u>S</u>		5,600	D	\$79.3702	0 ⁽⁸⁾	I	By trust. ⁽¹⁾
Class A Callable Puttable Common Stock	08/10/2004		<u>M</u>		23,247	A	\$39.395	23,247 ⁽⁸⁾	I	By trust. ⁽¹⁾
Class A Callable Puttable Common Stock	08/10/2004		<u>S</u>		23,247	D	\$79.37	0 ⁽⁸⁾	I	By trust.

**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 of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$12.375	08/10/2004		<u>M</u>			22,306 ⁽⁸⁾	08/08/1988 ⁽²⁾	02/23/2009	Class A	66,920 ⁽⁶⁾	\$ 0	44,614	I	By trust. ⁽¹⁾
Stock Option (right to buy)	\$22.875	08/10/2004		<u>M</u>			5,687 ⁽⁸⁾	08/08/1988 ⁽³⁾	03/03/2008	Class A	17,060 ⁽⁶⁾	\$ 0	11,373	I	By trust. ⁽¹⁾
Stock Option (right to buy)	\$17.3438	08/10/2004		<u>M</u>			23,870 ⁽⁸⁾	08/08/1988 ⁽⁴⁾	02/23/2010	Class A	71,610 ⁽⁶⁾	\$ 0	47,740	I	By trust. ⁽¹⁾
Stock Option (right to buy)	\$31.125	08/10/2004		<u>M</u>			27,737 ⁽⁸⁾	08/08/1988 ⁽⁵⁾	02/14/2011	Class A	83,210 ⁽⁶⁾	\$ 0	55,473	I	By trust. ⁽¹⁾
Stock Option (right to buy)	\$39.395	08/10/2004		<u>M</u>			23,247 ⁽⁸⁾	08/08/1988 ⁽⁷⁾	02/07/2012	Class A	69,740 ⁽⁶⁾	\$ 0	46,493	I	By trust. ⁽¹⁾

Explanation of Responses:

- By the Rogers Revocable Trust (the "Trust"). Mr. Rogers and his wife serve as co-trustees of this trust and share the voting and investment power with respect to such shares.
- 122,686 options are vested and exercisable. 44,614 options vest and will be exercisable as follows: 22,307 on June 25, 2005 and 22,306 on April 3, 2006.
- 73,927 options are vested and exercisable. 11,373 options vest and will be exercisable as follows: 5,687 on June 25, 2005 and 5,686 on April 3, 2006.
- 71,610 options are vested and exercisable. 47,740 options vest and will be exercisable as follows: 1/2 on June 25, 2005 and 1/2 on April 3, 2006.
- 27,737 options are vested and exercisable. 55,473 options vest and will be exercisable as follows: 27,737 on June 26, 2005 and 27,736 on April 3, 2006.
- Class A Callable Puttable Common Stock
- 23,247 options are vested and exercisable. 46,493 options vest and will be exercisable as follows: 23,247 on June 26, 2005 and 23,246 on April 3, 2006.
- On August 10, 2004 T. Gary Rogers ("Reporting Person") exercised options in the aggregate amount of 102,847 and on the same day, Reporting Person sold all shares acquired in such exercises at various prices listed on this Form 4.

Signatures

Vicki L. Randall, Authorized Signatory

** Signature of Reporting Person

08/12/2004

Date

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).

** 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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