

TreeHouse Foods, Inc.
Form 4
July 01, 2013

FORM 4

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

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 OF
SECURITIES**

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Oneill Thomas Emmet III

(Last) (First) (Middle)

2021 SPRING ROAD, SUITE 600

(Street)

OAK BROOK, IL 60523

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TreeHouse Foods, Inc. [THS]

3. Date of Earliest Transaction
(Month/Day/Year)

06/27/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Exec VP, Gen Counsel & CAO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ 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 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)
Common Stock	06/27/2013		M ⁽¹⁾	1,140 A	\$ 0 166,214	D	
Common Stock	06/27/2013		F ⁽²⁾	369 D	\$ 65.97 165,845	D	
Common Stock	06/27/2013		M ⁽¹⁾	1,307 A	\$ 0 167,152	D	
Common Stock	06/27/2013		F ⁽²⁾	423 D	\$ 65.97 166,729	D	
Common Stock	06/28/2013		S	1,655 D	\$ 66.08 165,074	D	

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Common Stock	06/28/2013	M ⁽¹⁾	1,383	A	\$ 0	166,457	D
Common Stock	06/28/2013	F ⁽²⁾	448	D	\$ 65.54	166,009	D

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

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(9-02)

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	(4)	06/27/2013		M ⁽¹⁾			1,140	(5)	(5)	Common Stock	1,140
Restricted Stock Unit	(4)	06/27/2013		M ⁽¹⁾			1,307	(5)	(5)	Common Stock	1,307
Non-qualified Stock Option (right to buy)	\$ 65.97	06/27/2013		A		14,730		(6)	(6)	Common Stock	14,730
Restricted Stock Unit	(4)	06/27/2013		A		3,380		(5)	(5)	Common Stock	3,380
Restricted Stock Unit	(4)	06/28/2013		M ⁽¹⁾			1,383	(5)	(5)	Common Stock	1,383

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ONeill Thomas Emmet III 2021 SPRING ROAD SUITE 600 OAK BROOK, IL 60523	Exec VP, Gen Counsel & CAO

Signatures

/s/Thomas E.
O'Neill

07/01/2013

 Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Settlement of restricted stock units into shares of common stock.
- (2) Shares withheld to satisfy minimum tax withholding requirements upon vesting of restricted stock units.
The price reported in Column 4 is an average price. These shares were sold in multiple transactions at prices ranging from \$66.04 to \$66.155, inclusive. The reporting person undertakes to provide to TreeHouse Foods, Inc., any security holder of TreeHouse Foods, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (4) Each restricted stock unit represents a contingent right to receive one share of common stock of TreeHouse Foods, Inc.
- (5) The restricted stock units vest and settle in stock or cash in three approximately equal installments on each of the first three anniversaries of the grant date.
- (6) The stock options have a ten-year term and will vest in three approximately equal installments on each of the first three anniversaries of the grant date.

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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