

TreeHouse Foods, Inc.  
Form 4  
December 02, 2014

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**REED SAM K**

(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)

12/01/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

CEO, Chairman of the Board

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock                       | 12/01/2014                              |   | M <sup>(1)(2)</sup>                  | 40,000 A  | \$ 29.65 40,000  | D   |   |
| Common<br>Stock                       | 12/01/2014                              |   | S <sup>(2)</sup>                     | 12,300 D  | \$ 80.1169 27,700  | D   |   |
| Common<br>Stock                       | 12/01/2014                              |   | S <sup>(2)</sup>                     | 26,500 D  | \$ 81.2065 1,200   | D   |   |
| Common<br>Stock                       | 12/01/2014                              |   | S <sup>(2)</sup>                     | 1,200 D   | \$ 81.75 0   | D   |   |
|                                       |   |   |                                      |   | 574,975  | I   |   |

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|                 |        |   |  |  |  |  |                              |
|-----------------|--------|---|--|--|--|--|------------------------------|
| Common<br>Stock |        |   |  |  |  |  | In Trust<br>(6)              |
| Common<br>Stock | 24,242 | I |  |  |  |  | Held by<br>Spouse's<br>Trust |

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

**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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                    |                 |  |
|---|---|---|---|---|--|--|-----|--|--------------------|-----------------|--|
|   |   |   |   | Code                                    | V  | (A)  | (D) | Date<br>Exercisable  | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Non-qualified<br>Options (right<br>to buy)          | \$ 29.65  | 12/01/2014                              |   | M <sup>(1)(2)</sup>                     |  | 40,000   |     | <sup>(1)</sup>   | 06/28/2015         | Common<br>Stock | 40,000                                 |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| REED SAM K<br>2021 SPRING ROAD<br>SUITE 600<br>OAK BROOK, IL 60523 | X<br>CEO, Chairman of the Board  |

## Signatures

/s/ Thomas E. O'Neill, as  
attorney-in-fact  
12/02/2014

\*\*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).

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- (1) The stock options were granted in 2005, vested in three approximately equal installments on each of the first three anniversaries of the grant date and are nearing the expiration of their ten year term. The stock options expire on June 28, 2015.
- (2) Options exercised and underlying shares sold pursuant to a pre-established 10b5-1 trading plan.

The price reported in in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$79.63 to \$80.57, 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.
- (3) 

The price reported in in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$80.67 to \$81.60, 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) 

The price reported in in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$81.69 to \$81.86, 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.
- (5) 

The price reported in in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$81.69 to \$81.86, 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.
- (6) Held by Sam K. Reed 2008 Trust & Victoria P. Reed 2008 Trust, as Tenants in Common.

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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