

DeNooyer Mary Beth
 Form 4
 April 03, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 DeNooyer Mary Beth

2. Issuer Name and Ticker or Trading Symbol
 PINNACLE FOODS INC. [PF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O PINNACLE FOODS INC., 399
 JEFFERSON ROAD

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/01/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, Chief HR Officer

(Street)
 PARSIPPANY, NJ 07054-3707

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

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 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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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 Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 54.1	04/01/2018		30,864 ⁽¹⁾	A				⁽²⁾	04/01/2028	Common Stock, par value \$0.01	30,864
Performance Rights	⁽³⁾	04/01/2018		5,149 ⁽³⁾	A				⁽⁴⁾	⁽⁴⁾	Common Stock, par value \$0.01	5,149

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DeNooyer Mary Beth C/O PINNACLE FOODS INC. 399 JEFFERSON ROAD PARSIPPANY, NJ 07054-3707			EVP, Chief HR Officer	

Signatures

/s/ Uche Ndumele, by Power of Attorney
Date: 04/03/2018

**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) Represents stock options granted pursuant to the Pinnacle Foods Inc. (the "Company") Amended and Restated 2013 Omnibus Incentive Plan (the "Plan").
- (2) The shares subject to the stock option will vest and become exercisable on April 1, 2021, subject to the reporting person's continuous employment through April 1, 2021 and subject to certain conditions as detailed in the Plan.
- (3) Represents performance rights granted pursuant to the Plan.

Each performance right represents a contingent right to receive one share of the Company's common stock. The vesting of the performance rights is based on the relative Total Shareholder Return ("TSR") of the Company as compared to the TSR of each of the companies in the Company's peer group over the period beginning April 1, 2018 and ending March 31, 2021. The performance rights will vest on April 1, 2021, subject to the reporting person's continuous employment through April 1, 2021 and subject to certain conditions as detailed in the Plan. Performance rights granted represent the target shares and actual performance rights earned could be anywhere from 0 to 200% of the number of performance rights granted. The performance rights expire upon payout, if any, of the award.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.