#### Edgar Filing: TreeHouse Foods, Inc. - Form 4

TreeHouse Foods, Inc. Form 4 August 18, 2015 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								OMB API OMB Number: Expires: Estimated av burden hours response	3235-0287 January 31, 2005 erage
1(b).									
(Print or Type Responses	3)								
1. Name and Address of Riordan Dennis F	Reporting Person *	Symbol	Name and T use Foods,		-	5. I Iss			n(s) to
(Last) (Firs	t) (Middle)		Earliest Trai	-	1		(Check	all applicable)	
			Month/Day/Year)X 18/17/2015X below				Director 10% Owner Officer (give title Other (specify below) Executive VP & CFO		
(Stree		(Month/Day/Year) Ap				. Individual or Joint/Group Filing(Check pplicable Line) X_Form filed by One Reporting Person			
OAK BROOK, IL 6	50523					Per	Form filed by Mor son	e than One Rep	orting
(City) (State	e) (Zip)	Table	e I - Non-De	rivative Se	curit	ies Acquire	d, Disposed of, o	or Beneficially	Owned
	etion Date 2A. Deen ay/Year) Execution any (Month/E	n Date, if T C Day/Year) (I	G. Gransaction Code Instr. 8) Code V	4. Securiti or Dispose (Instr. 3, 4 Amount	ed of (	D)	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 08/17/20 Stock	)15	N	M(1)(2)	10,000	А	\$ 18.6	59,345	D	
Common 08/17/20 Stock	)15		S <u>(2)</u>	9,900	D	\$ 77.4176 (3)	49,445	D	
Common Stock 08/17/20	)15		S <u>(2)</u>	100	D	\$ 77.88	49,345	D	

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 (9-02)

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# displays a currently valid OMB control number.

## 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 Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Ar or Nu of
Non-qualified Stock Option (right to buy)	\$ 18.6	06/15/2015		M(1)(2)	10,000	<u>(1)</u>	01/03/2016	Common Stock	1(

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Riordan Dennis F 2021 SPRING ROAD SUITE 600 OAK BROOK, IL 60523			Executive VP & CFO				
Signatures							
/s/Thomas E. O'Neill, as attorney-in-fact		08/18/2	015				
**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) The stock options have a ten year term, expire in January 2016, and vested in three approximately equal installments on each of the first three anniversaries of the grant date.
- (2) Options exercised and underlying shares sold pursuant to a pre-established 10b5-1 trading plan.

The price reported in Column 4 is an average price. These shares were sold in multiple transactions at prices ranging from \$76.83 to

(3) \$77.82, 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.

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.