

TreeHouse Foods, Inc.  
Form 4  
July 01, 2014

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**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)  
06/04/2014

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 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			
Common Stock	06/04/2013		G <sup>(1)</sup>	V	24,276	D (2)	\$ 0	0	I	Held by Spouse's GRATs.
Common Stock	06/04/2013		G <sup>(1)</sup>	V	24,276	A (2)	\$ 0	566,929	I	In Trust <sup>(3)</sup>
Common Stock								24,242	I	Held by Spouse's Trust. <sup>(4)</sup>
Common Stock	06/27/2014		M <sup>(5)</sup>		4,300	A	\$ 0	4,300	D	
	06/27/2014		F <sup>(6)</sup>		1,918	D		2,382	D	

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Common Stock						\$ 79.89	
Common Stock	06/27/2014	M <sup>(5)</sup>	4,940	A	\$ 0	7,322	D
Common Stock	06/27/2014	F <sup>(6)</sup>	2,204	D	\$ 79.89	5,118	D
Common Stock	06/27/2014	M <sup>(5)</sup>	5,287	A	\$ 0	10,405	D
Common Stock	06/28/2014	F <sup>(6)</sup>	2,359	D	\$ 79.89	8,046	D
Common Stock	07/01/2014	M <sup>(7)</sup>	30,000	A	\$ 29.65	38,046	D
Common Stock	07/01/2014	S <sup>(7)</sup>	30,000	D	\$ 77.5	8,046	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 Underlying Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Unit	(8)	06/27/2014		M <sup>(5)</sup>	4,300	(9) (9)	Common Stock
Restricted Stock Unit	(8)	06/27/2014		M <sup>(5)</sup>	4,940	(9) (9)	Common Stock
Non-qualified Stock Option (right to buy)	\$ 79.89	06/27/2014		A	69,860	(10) (10)	Common Stock
Restricted Stock Unit	(8)	06/27/2014		A	15,010	(9) (9)	Common Stock
Restricted Stock Unit	(8)	06/28/2014		M <sup>(5)</sup>	5,287	(9) (9)	Common Stock
	\$ 29.65	07/01/2014		M <sup>(7)</sup>	30,000	(11) 06/28/2015	

Non-qualified  
Options (right  
to buy)

Common  
Stock

## Reporting Owners

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

## Signatures

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

07/01/2014

\_\_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).
- (1) GRAT annuity payment transfer for no consideration to Sam K. Reed 2008 Trust & Victoria P. Reed 2008 Trust, as Tenants in Common.
  - (2) For the disposition on this report, there was a corresponding acquisition by the Sam K. Reed 2008 Trust and Victoria P. Reed 2008 Trust, as Tenants in Common. Accordingly, Mr. Reed retains a beneficial ownership interest in all 24,276 shares.
  - (3) Held by Sam K. Reed 2008 Trust and Victoria P. Reed 2008 Trust, as Tenants in Common.
  - (4) These shares, now held by the Victoria P. Reed 2010 Non Exempt Trust, were previously held by the Spouse's GRAT prior to distribution of all shares out of the GRAT upon its expiration and pursuant to its terms.
  - (5) Settlement of restricted stock units into shares of common stock.
  - (6) Shares withheld to satisfy minimum tax withholding requirements upon vesting of restricted stock units.
  - (7) Options exercised and underlying shares sold pursuant to a pre-established 10b5-1 trading plan.
  - (8) Each restricted stock unit represents a contingent right to receive one share of common stock of TreeHouse Foods, Inc.
  - (9) 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.
  - (10) 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.
  - (11) The stock options have a ten-year term and vested in three approximately equal installments on each of the first three anniversaries of the grant date.

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