

Hayes Thomas P  
 Form 3/A  
 September 18, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

Hayes Thomas P  
 (Last) (First) (Middle)

C/O THE HILLSHIRE BRANDS COMPANY, 3500 LACEY ROAD  
 (Street)

DOWNERS GROVE, IL 60515  
 (City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
 06/29/2012

3. Issuer Name and Ticker or Trading Symbol  
 Hillshire Brands Co [HSH]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer  Other  
 (give title below) (specify below)  
 EVP, Chief Supply Chain Off

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

07/09/2012

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 Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

**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.**

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Expiration Date   | Title  | Amount or Number of                                  |   |

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|   |       |            |                 | Shares |         | or Indirect<br>(I)<br>(Instr. 5) |   |
|---|-------|------------|-----------------|--------|---------|----------------------------------|---|
| Employee Stock Option<br>(right to buy) | Ⓐ (1) | 08/28/2018 | common<br>stock | 15,737 | \$ 21.4 | D                                | Ⓐ |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |                               |
|--|---------------|-----------|---------|-------------------------------|
|  | Director      | 10% Owner | Officer | Other                         |
| Hayes Thomas P<br>C/O THE HILLSHIRE BRANDS COMPANY<br>3500 LACEY ROAD<br>DOWNERS GROVE, IL 60515 | Ⓐ             | Ⓐ         | Ⓐ       | EVP, Chief Supply Chain Off Ⓐ |

## Signatures

/s/ Helen N. Kaminski for Thomas P. Hayes pursuant to power of attorney previously filed. 09/18/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Option is vested and immediately exercisable as of the date of this filing and will expire on August 28, 2018.

Ⓐ

### Remarks:

This amendment is filed to report one additional stock option held by the reporting person that was

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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