

TreeHouse Foods, Inc.
Form 4
June 29, 2010

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)

**TWO WESTBROOK CORPORATE
CENTER, SUITE 1070**

(Street)

WESTCHESTER, IL 60154

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
TreeHouse Foods, Inc. [THS]

3. Date of Earliest Transaction
(Month/Day/Year)
06/27/2010

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)
Common Stock	06/27/2010		F ⁽¹⁾	27,024 D	\$ 46.41 151,276 ⁽²⁾	D	
Common Stock	06/28/2010		M ⁽³⁾	214,257 A	\$ 0 365,533	D	
Common Stock	06/28/2010		F ⁽¹⁾	81,420 D	\$ 46.47 284,113	D	
Common Stock	06/29/2010		M ⁽³⁾	6,117 A	\$ 0 290,230	D	
Common Stock	06/29/2010		F ⁽¹⁾	2,414 D	\$ 45.72 287,816	D	

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Common Stock 276,677 I By trust (4)

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

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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 Amount of Underlying Security (Instr. 3 and 4)	8. Accounting Treatment (Instr. 8)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security
Non-Qualified Stock Option (right to buy)	\$ 46.47	06/28/2010		A		41,700		(5)	(5)	Common Stock	
Restricted Stock Unit	(6)	06/28/2010		A		12,700		(7)	(7)	Common Stock	
Restricted Stock Unit	(6)	06/28/2010		M(3)			214,257	(8)	(8)	Common Stock	214,257
Restricted Stock Unit	(6)	06/29/2010		M(3)			6,117	(8)	(8)	Common Stock	6,117

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

REED SAM K
TWO WESTBROOK CORPORATE CENTER
SUITE 1070
WESTCHESTER, IL 60154

X

CEO, Chairman of the Board

Signatures

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

06/29/2010

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) Shares withheld to satisfy minimum tax withholding obligations.
- (2) The total number of shares have been reduced by 208,211 to exclude a non-derivative performance based award that was included in the past that was not required to be reported.
- (3) Settlement of restricted stock units into shares of common stock.
- (4) Held by Sam K. Reed 2008 Trust & Victoria P. Reed 2008 Trust, Tenants in Common.
- (5) The stock options will vest in three approximately equal installments on each of the first three anniversaries of the grant date.
- (6) Each restricted stock unit represents a contingent right to receive one share of common stock of TreeHouse Foods, Inc.
- (7) 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.

The restricted stock units vest in three approximately equal installments on each of the first three anniversaries of the grant date. Vested restricted stock units will be delivered to the reporting person five business days following the earlier to occur of (1) the fifth anniversary of the date of grant or (ii) the sixth month anniversary of the date the reporting person's employment with TreeHouse Foods, Inc. terminates.
- (8)

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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