

TreeHouse Foods, Inc.  
Form 4  
February 19, 2014

**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 \*  
**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)  
**02/18/2014**  
  
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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | Price  |  |
| Common Stock                    | 02/18/2014                           |  | <u>M</u> <sup>(1)</sup>        |   | 20,000  | \$ 29.65   | A  |
| Common Stock                    | 02/18/2014                           |  | <u>S</u> <sup>(1)</sup>        |   | 20,000  | \$ 69.78   | D  |
| Common Stock                    |                                      |  |                                |   |   | 48,518   | I  |
| Common Stock                    |                                      |  |                                |   |   | 542,653  | I  |

Held by Spouse's GRATs.  
  
In Trust.  
(2)

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 Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-qualified Options (right to buy)       | \$ 29.65   | 02/18/2014                           |  | M <sup>(1)</sup>               | 20,000  | <sup>(3)</sup> 06/28/2015                                | Common Stock  | 20,000                     |

## Reporting Owners

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

## Signatures

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

02/19/2014

\*\*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) Options exercised and underlying shares sold pursuant to a pre-established 10b5-1 trading plan.

(2) Held by Sam K. Reed 2008 Trust & Victoria P. Reed 2008 Trust, as Tenants in Common.

(3) 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.

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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