

Callahan Andrew P
Form 4
December 07, 2012

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 *
Callahan Andrew P

(Last) (First) (Middle)

C/O THE HILLSHIRE BRANDS COMPANY, 3500 LACEY ROAD

(Street)

DOWNERS GROVE, IL 60515

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/05/2012

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)
EVP and President, Retail

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 | 12/05/2012 | | M | 7,584 A \$ 15.15 | 25,905 | D | |
| Common Stock | 12/05/2012 | | M | 15,318 A \$ 22.65 | 41,223 | D | |
| Common Stock | 12/05/2012 | | M | 11,485 A \$ 18.83 | 52,708 | D | |
| Common Stock | 12/05/2012 | | F | 27,458 (1) D \$ 27.93 | 25,250 (2) | D | |
| Common Stock | | | | | 178 | I | By 401(k) Plan |

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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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 15.15 | 12/05/2012 | | M | 7,584 | 06/28/2012 12/28/2012 | Common Stock 7,584 |
| Employee Stock Option (right to buy) | \$ 22.65 | 12/05/2012 | | M | 15,318 | 06/28/2012 12/28/2012 | Common Stock 15,318 |
| Employee Stock Option (right to buy) | \$ 18.83 | 12/05/2012 | | M | 11,485 | 06/28/2012 12/28/2012 | Common Stock 11,485 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Callahan Andrew P
C/O THE HILLSHIRE BRANDS COMPANY
3500 LACEY ROAD
DOWNERS GROVE, IL 60515

EVP and President, Retail

Signatures

/s/ Kent B. Magill for Andrew P. Callahan pursuant to power of attorney previously filed.

12/07/2012

__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) Represents shares of common stock withheld by Hillshire Brands to satisfy the reporting person's exercise price and tax liability incurred upon the exercise of option.
- (2) Includes 3,494 restricted stock units that will be converted into shares of common stock, on a one-for-one basis, upon vesting.

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