

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 *
Oneill Thomas Emmet III

(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)
06/27/2014

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)
Exec VP, Gen Counsel & CAO

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) | (A) or (D) | 5. Amount or Price | 6. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|---|
| Common Stock | 06/27/2014 | | M ⁽¹⁾ | 1,140 | A | \$ 0 | 156,149 | D |
| Common Stock | 06/27/2014 | | F ⁽²⁾ | 509 | D | \$ 79.89 | 155,640 | D |
| Common Stock | 06/27/2014 | | M ⁽¹⁾ | 1,306 | A | \$ 0 | 156,946 | D |
| Common Stock | 06/27/2014 | | F ⁽²⁾ | 583 | D | \$ 79.89 | 156,363 | D |
| Common Stock | 06/27/2014 | | M ⁽¹⁾ | 1,127 | A | \$ 0 | 157,490 | D |

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| | | | | | | | |
|--------------|------------|-------------------------|--------|---|----------|---------|---|
| Common Stock | 06/27/2014 | <u>F</u> ⁽²⁾ | 503 | D | \$ 79.89 | 156,987 | D |
| Common Stock | 06/27/2014 | <u>M</u> ⁽³⁾ | 395 | A | \$ 29.65 | 157,382 | D |
| Common Stock | 06/27/2014 | <u>S</u> ⁽³⁾ | 395 | D | \$ 80 | 156,987 | D |
| Common Stock | 06/30/2014 | <u>M</u> ⁽³⁾ | 24,605 | A | \$ 29.65 | 181,592 | D |
| Common Stock | 06/30/2014 | <u>S</u> ⁽³⁾ | 24,605 | D | \$ 80 | 156,987 | D |

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

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.

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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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Unit | <u>(4)</u> | 06/27/2014 | | <u>M</u> ⁽¹⁾ | 1,140 | <u>(5)</u> | <u>(5)</u> | Common Stock |
| Restricted Stock Unit | <u>(4)</u> | 06/27/2014 | | <u>M</u> ⁽¹⁾ | 1,306 | <u>(5)</u> | <u>(5)</u> | Common Stock |
| Non-qualified Stock Option (right to buy) | \$ 79.89 | 06/27/2014 | | A | 15,720 | <u>(6)</u> | <u>(6)</u> | Common Stock |
| Restricted Stock Unit | <u>(4)</u> | 06/27/2014 | | A | 3,380 | <u>(5)</u> | <u>(5)</u> | Common Stock |
| Restricted Stock Unit | <u>(4)</u> | 06/27/2014 | | <u>M</u> ⁽¹⁾ | 1,127 | <u>(5)</u> | <u>(5)</u> | Common Stock |
| Non-qualified Options (right to buy) | \$ 29.65 | 06/27/2014 | | <u>M</u> ⁽³⁾ | 395 | <u>(7)</u> | 06/28/2015 | Common Stock |
| Non-qualified Options (right to buy) | \$ 29.65 | 06/30/2014 | | <u>M</u> ⁽³⁾ | 24,605 | <u>(7)</u> | 06/28/2015 | Common Stock |

to buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ONeill Thomas Emmet III 2021 SPRING ROAD SUITE 600 OAK BROOK, IL 60523 | | | Exec VP, Gen Counsel & CAO | |

Signatures

/s/Thomas E.
O'Neill

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) Settlement of restricted stock units into shares of common stock.
- (2) Shares withheld to satisfy minimum tax withholding requirements upon vesting of restricted stock units.
- (3) Options exercised and underlying shares sold pursuant to a pre-established 10b5-1 trading plan.
- (4) Each restricted stock unit represents a contingent right to receive one share of common stock of TreeHouse Foods, Inc.
- (5) 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.
- (6) 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.
- (7) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.