

ONEILL THOMAS EMMET III
 Form 4
 June 29, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 O'Neill Thomas Emmet III

(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)
 Gen Counsel, Sr VP, CAO, Sec

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)
				(A) or (D)	Price		
Common Stock	06/27/2010		F ⁽¹⁾	13,770 D	\$ 46.41	130,498 ⁽²⁾	D
Common Stock	06/28/2010		M ⁽³⁾	97,390 A	\$ 0	227,888	D
Common Stock	06/28/2010		F ⁽¹⁾	37,009 D	\$ 46.47	190,879	D
Common Stock	06/28/2010		S ⁽⁴⁾	10,000 ⁽⁴⁾ D	\$ 46.76	180,879	D
Common Stock	06/29/2010		M ⁽³⁾	2,017 A	\$ 0	182,896	D

Edgar Filing: O'Neill Thomas Emmet III - Form 4

Common Stock 06/29/2010 F⁽¹⁾ 796 D \$ 45.72 182,100 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. SEC 1474 (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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 46.47	06/28/2010		A	13,650	(5) (5)	Common Stock
Restricted Stock Unit	(6)	06/28/2010		A	4,150	(7) (7)	Common Stock
Restricted Stock Unit	(6)	06/28/2010		M ⁽³⁾	97,390	(8) (8)	Common Stock
Restricted Stock Unit	(6)	06/29/2010		M ⁽³⁾	2,017	(7) (7)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Neill Thomas Emmet III TWO WESTBROOK CORPORATE CENTER SUITE 1070 WESTCHESTER, IL 60154			Gen Counsel, Sr VP, CAO, Sec	

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 94,641 to exclude a non-derivative performance based award that was included in the past and was not required to be reported.
- (3) Settlement of restricted stock units into shares of common stock.
- (4) These shares were sold pursuant to a previously established 10b5-1 plan primarily for the purpose of covering additional tax obligations.
- (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.

(8) 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.

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.