TreeHouse Foods, Inc. Form 4 July 02, 2012

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average burden hours per

0.5

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

response...

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * REED SAM K			2. Issuer Name and Ticker or Trading Symbol TreeHouse Foods, Inc. [THS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First) (Middle)		3. Date of Earliest Transaction	(
2021 SPRING ROAD, SUITE 600		ITE 600	(Month/Day/Year) 06/29/2012	X Director 10% OwnerX Officer (give title Other (specify below) CEO, Chairman of the Board		
(Street) OAK BROOK, IL 60523			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) ((Zip) Tabl	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V. Argente (D) Prince			5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	06/29/2012		Code V $M_{\underline{(1)}}$	Amount 6,117	(D)	Price \$ 0	11,965	D	
Common Stock	06/29/2012		F(2)	1,924	D	\$ 62.29	10,041	D	
Common Stock							131,946	I	Held by Spouse's GRATs.
Common Stock							106,024	I	Held by Insider's GRATs.
							334,048	I	

Common In Trust. (3) Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transacti Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Derivative Expiration Date (Month/Day/Year) cquired (Month/Day/Year) cisposed of (D) (nstr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. F Der Sec (Ins
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	<u>(4)</u>	06/29/2012		M <u>(1)</u>		6,117	<u>(5)</u>	<u>(5)</u>	Common Stock	6,117	

Relationshins

Reporting Owners

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

Signatures

/s/Thomas E. O'Neill, as 07/02/2012 attorney-in-fact **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).
- 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.

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- (3) Held by Sam K. Reed 2008 Trust and Victoria P. Reed 2008 Trust, as Tenants in Common.
- (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.

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.