Edgar Filing: Callahan Andrew P - Form 4

Callahan And	rew P								
Form 4 August 27, 20	12								
FORM	Л								PPROVAL
	→ UNITED	STATES		RITIES A			COMMISSIO	N OMB Number:	3235-0287
Check this if no longe	r							Expires:	January 31,
subject to Section 16 Form 4 or Form 5	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Estimated burden hou response	urs per		
obligations may contin <i>See</i> Instruc 1(b).	Section 17(a) of the l	Public U	Itility Hole	ding Con		nge Act of 1934, of 1935 or Secti 940		
(Print or Type Re	esponses)								
1. Name and Address of Reporting Person <u>*</u> Callahan Andrew P			2. Issuer Name and Ticker or Trading Symbol Hillshire Brands Co [HSH]			5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (I	Middle)		of Earliest Ti	-	-1	(Ch	eck all applicabl	e)
C/O THE HILLSHIRE BRANDS COMPANY, 3500 LACEY ROAD			(Month/Day/Year) 08/23/2012				Director 10% Owner XOfficer (give title Other (specify below) below) below) EVP and President, Retail		
				4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 		
DOWNERS	GRUVE, IL 603	515					Person		1 0
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned
	. Transaction Date Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transaction Code (Instr. 8)	4. Securiti nAcquired Disposed (Instr. 3, 4	(A) or of (D) and 5) (A) or	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	(D) Price	(
Reminder: Report	rt on a separate line	for each cl	ass of sec	urities benef	-		-		
					inform requir	nation cont ed to respo ys a currei	pond to the colle ained in this form and unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	of Underlying
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	Securities

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired or Dispos (D) (Instr. 3, 4 and 5)	ed of			(Instr. 3 and	14)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar
employee stock option (right to buy)	\$ 25.85	08/23/2012		A		62,207		08/31/2015 <u>(1)</u>	08/23/2022	common stock	62,20

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		
Cianaturaa					

Signatures

/s/ Helen N. Kaminski, for Andrew P. Callahan pursuant to power of attorney previously filed.					
** 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) Stock option vests in full on August 31, 2015, subject to the reporting person's continued employment with Hillshire Brands through that 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.