Prosser Ian Maurice Gray Form 4 January 04, 2013

### FORM 4

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

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

Form 5

(Last)

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

obligations may continue. See Instruction 1(b).

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 \* Prosser Ian Maurice Gray

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(Middle)

(Zip)

(Month/Day/Year)

Hillshire Brands Co [HSH]

01/02/2013

(Check all applicable)

C/O THE HILLSHIRE BRANDS

(First)

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

X\_ Director 10% Owner Officer (give title Other (specify below)

COMPANY, 400 SOUTH JEFFERSON STREET

(Street)

(State)

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 Person

CHICAGO, IL 60607

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

4. Securities Acquired 3. Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership (Instr. 4) Following (Instr. 4)

D

(A) Code V Amount (D) 4,387 A

(1)

Transaction(s) (Instr. 3 and 4) 19,324 (2) (3)

Reported

(4)

Common Stock

01/02/2013

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

\$

Price

29.34

SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: Prosser Ian Maurice Gray - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	(Instr. 8) Derivative			Securi	ties	(Instr. 5)	Bene
	Derivative				Securities Acquired			(Instr.	3 and 4)		Own
	Security										Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Exercisable	Expiration Date		or		
					(A) (B)			of	Number		
				~							
				Code V	(A) (D)				Shares		

### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Tan Maurice Gray

Prosser Ian Maurice Gray C/O THE HILLSHIRE BRANDS COMPANY 400 SOUTH JEFFERSON STREET CHICAGO, IL 60607



## **Signatures**

/s/ Kent B. Magill for Sir Ian Prosser pursuant to power of attorney filed herewith.

01/04/2013

\*\*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).
  - Consists of restricted stock units (RSUs) granted for serving on the board of directors, or one or more committees of the board of directors, during calendar year 2013. The RSUs will vest on January 2, 2014 and will be converted into shares of Hillshire Brands
- (1) common stock on a one-for-one basis 30 days after the reporting person ceases to be a director of Hillshire Brands or on such date elected by the reporting person pursuant to the deferral program set forth in Schedule B of The Hillshire Brands Company Compensation Policy for Non-Employee Directors.
- (2) Includes 203 RSUs acquired in the company's dividend reinvestment plan with accrued dividend equivalents.
  - On June 28, 2012, The Hillshire Brands Company (formerly named Sara Lee Corporation) completed (i) the spin-off of its international coffee and tea business and (ii) a 1-for-5 reverse stock split of its common stock. All amounts previously reported, all shares acquired
- (3) prior to such reverse stock split due to the reporting person's participation in the dividend reinvestment plan and all RSUs acquired prior to such reverse stock split in the company's dividend reinvestment plan with accrued dividend equivalents have been adjusted to reflect such reverse stock split.
- (4) Includes 23 shares acquired as a participant in a dividend reinvestment plan.

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.

Reporting Owners 2