

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 obligations may continue.
See Instruction 1(b).

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(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
REED SAM K			TreeHouse Foods, Inc. [THS]				<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO, Chairman of the Board					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)				<input checked="" type="checkbox"/> 6/27/2012					
2021 SPRING ROAD, SUITE 600			4. If Amendment, Date Original Filed (MM/DD/YYYY)				6. Individual or Joint/Group Filing (Check Applicable Line)					
OAK BROOK, IL 60523							<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person					
(City) (State) (Zip)												

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)			
				Code	V	Amount	(A) or (D)	Price			
Common Stock	6/27/2012		M ⁽¹⁾	4300	A	\$0.00			4300	D	
Common Stock	6/27/2012		F ⁽²⁾	1353	D	\$61.41			2947	D	
Common Stock	6/28/2012		M ⁽¹⁾	4233	A	\$0.00			7180	D	
Common Stock	6/28/2012		F ⁽²⁾	1332	D	\$61.88			5848	D	
Common Stock									131946	I	Held by Spouse's GRATs.
Common Stock									106024	I	Held by Insider's GRATs.
Common Stock									334048	I	In Trust. ⁽³⁾

Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
						Date Exercisable	Expiration Date						
Restricted Stock Unit	(4)	6/27/2012		M ⁽¹⁾		4300	(5)	(5)	Common Stock	4300	\$0.00	8600	D
Restricted Stock Unit	(4)	6/27/2012		A	14820		(5)	(5)	Common Stock	14820	\$0.00	14820	D
Non-qualified Stock Option (right to buy)	\$61.41	6/27/2012		A	58930		(6)	(6)	Common Stock	58930	\$0.00	58930	D

Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	(4)	6/28/2012		M (1)			4233		(5)	(5)	Common Stock	4233	\$0.00	4233	D	

Explanation of Responses:

- (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) 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.
- (6) The stock options will vest in three approximately equal installments on each of the first three anniversaries of the grant date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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 attorney-in-fact6/29/2012

** Signature of Reporting Person

Date

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

* 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).Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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