

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).

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OMB Number: 3235-0287
Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | | | | | | | | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|-------------------------------------------------------------------------------------|--|--|--|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|--|
| 1. Name and Address of Reporting Person [*] REED SAM K (Last) (First) (Middle) 2021 SPRING ROAD, SUITE 600 (Street) OAK BROOK, IL 60523 (City) (State) (Zip) | | | 2. Issuer Name and Ticker or Trading Symbol TreeHouse Foods, Inc. [THS] | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) CEO, Chairman of the Board | | | |
| | | | 3. Date of Earliest Transaction (MM/DD/YYYY) 11/3/2014 | | | | <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 | | | |
| | | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. 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) | | | |
| Common Stock | 11/3/2014 | | M (1)(2) | | | 30000 A | \$29.65 | 30000 | D |
| Common Stock | 11/3/2014 | | S (2) | | | 15965 D | \$84.7702 (3) | 14035 | D |
| Common Stock | 11/3/2014 | | S (2) | | | 14035 D | \$85.142 (4) | 0 | D |
| Common Stock | | | | | | | | 574975 | I In Trust (5) |
| Common Stock | | | | | | | | 24242 | I Held by Spouse's Trust |

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 | | | | | |
| Non-qualified Options (right to buy) | \$29.65 | 11/3/2014 | | M (1)(2) | | | | 30000 (1) | 6/28/2015 | Common Stock | 30000 \$0.00 | 160377 D |

Explanation of Responses:

- (1) The stock options were granted in 2005, vested in three approximately equal installments on each of the first three anniversaries of the grant date and are nearing the expiration of their ten year term. The stock options expire on June 28, 2015.
- (2) Options exercised and underlying shares sold pursuant to a pre-established 10b5-1 trading plan.
- (3) The price reported in in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$84.25 to \$84.99, inclusive. The reporting person undertakes to provide to TreeHouse Foods, Inc., any security holder of TreeHouse Foods, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (4) The price reported in in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$85.00 to \$85.42, inclusive. The reporting person undertakes to provide to TreeHouse Foods, Inc., any security holder of TreeHouse Foods, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (5) Held by Sam K. Reed 2008 Trust & Victoria P. Reed 2008 Trust, as Tenants in Common.

Reporting Owners

| Relationships | | | | |
|--------------------------------|----------|-----------|---------|-------|
| Reporting Owner Name / Address | 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-fact

11/4/2014

** 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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