

# FORM 4

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

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[ ] Check this box if no longer  
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Form 5 obligations may  
continue. See Instruction 1(b).

### 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 - * | 2. Issuer Name and Ticker or Trading Symbol       | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)                                                                                                                                 |
| <b>McCully Edward Nichol</b>                | <b>TreeHouse Foods, Inc. [ THS ]</b>              | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Sr VP, CFO</b> |
| (Last) (First) (Middle)                     | 3. Date of Earliest Transaction (MM/DD/YYYY)      |                                                                                                                                                                                                            |
| <b>1333 BUTTERFIELD ROAD, SUITE 490</b>     | <b>6/28/2005</b>                                  |                                                                                                                                                                                                            |
| (Street)                                    | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)                                                                                                                                                |
| <b>DOWNERS GROVE, IL 60515</b>              |                                                   | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |               |        | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|-----------------------------------------|------------------------------|---|-------------------------------------------------------------------------|---------------|--------|-----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                    |                |                                         | Code                         | V | Amount                                                                  | (A) or<br>(D) | Price  |                                                                                                     |                                                                         |                                                                   |
| Common Stock                       | 6/28/2005      |                                         | A                            |   | 94641                                                                   | A             | \$0.00 | 145976 (1)                                                                                          | D                                                                       |                                                                   |

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate<br>Security<br>(Instr. 3)  | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans.<br>Date | 3A. Deemed<br>Execution<br>Date, if any | 4. Trans.<br>Code<br>(Instr. 8) |   | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 6. Date Exercisable and<br>Expiration Date |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-------------------------------------------------|--------------------------------------------------------------------|-------------------|-----------------------------------------|---------------------------------|---|----------------------------------------------------------------------------------------------------|--------------------------------------------|--------------------|--------------------------------------------------------------------------------------------|----------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
|                                                 |                                                                    |                   |                                         | Code                            | V |                                                                                                    | Date<br>Exercisable                        | Expiration<br>Date | Title                                                                                      | Amount or<br>Number of<br>Shares |                                                     |                                                                                                                            |                                                                                                       |                                                                    |
| Non-Qualified<br>Stock Option<br>(right to buy) | \$29.65                                                            | 6/28/2005         |                                         | A                               |   | 124356                                                                                             | (2)                                        | 6/28/2015          | common<br>stock                                                                            | 124356                           | \$0.00                                              | 124356                                                                                                                     | D                                                                                                     |                                                                    |
| Restricted Stock<br>Units                       | (3)                                                                | 6/28/2005         |                                         | A                               |   | 64927                                                                                              | (4)                                        | (4)                | common<br>stock                                                                            | 64927                            | \$0.00                                              | 64927                                                                                                                      | D                                                                                                     |                                                                    |

#### Explanation of Responses:

- On June 27, 2005, the common stock of TreeHouse Foods, Inc. split 256.677327:1, resulting in the reporting person's acquisition of 51,135 additional shares of common stock.
- The stock options will vest 50% on the first anniversary of the date of the grant and 25% on each of the second and third anniversaries of the date of the grant, subject to the officer's continued employment with TreeHouse Foods, Inc.
- Each restricted stock unit represents a contingent right to receive one share of common stock of TreeHouse Foods, Inc.
- Fifty percent of restricted stock units vest on the first anniversary of the grant date, and twenty-five percent of restricted stock units vest on the second and third anniversaries of the grant date. Vested restricted stock units will be delivered to the reporting person five business days following the earlier to occur of (i) the fifth anniversary of the date of grant or (ii) the sixth month anniversary of the date the reporting person's employment with TreeHouse Foods, Inc. terminates. Restricted stock units that have not become vested on or before the fifth anniversary of the grant date will be forfeited by the reporting person.

#### Remarks:

List of Exhibits:

Exhibit No. 24 Power of Attorney

#### Reporting Owners

| Reporting Owner Name / Address                                                                                     | Relationships |           |                   |       |
|--------------------------------------------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                                                                                    | Director      | 10% Owner | Officer           | Other |
| <b>McCully Edward Nichol</b><br><b>1333 BUTTERFIELD ROAD</b><br><b>SUITE 490</b><br><b>DOWNERS GROVE, IL 60515</b> |               |           | <b>Sr VP, CFO</b> |       |

## Signatures

**/s/ Thomas E. O'Neill, pursuant to Power of Attorney**

**6/30/2005**

**—**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.

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

## POWER OF ATTORNEY

(Section 16 Filings)

Know all by these presents,  
that the undersigned hereby constitutes and appoints each of Thomas E.

ONeill, Sam K. Reed, David B. Vermynen, and E. Nichol McCully, signing singly, the undersigneds true and lawful attorney-in-fact to:

1. Execute for and on behalf of the undersigned, in the undersigneds capacity as an officer and/or director of TreeHouse Foods, Inc. (TreeHouse), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder;
2. Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto and timely file such form with the United States Securities and Exchange Commission and any national quotation system, national securities exchange, stock exchange or similar authority; and
3. Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of or legally required by the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-facts discretion.

The undersigned hereby  
grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-facts substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is TreeHouse assuming, any of the undersigneds responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigneds holdings of and transactions in securities issued by TreeHouse, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

**IN**

WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 8th day of June, 2005.

*/s/ Edward Nichol McCully*

\_\_\_\_\_  
*Signature*

Edward Nichol  
McCully  
Print Name