

FORM 4

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

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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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * BAYLY GEORGE V (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) ☒ Director ☐ 10% Owner ☐ Officer (give title below) ☐ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) 11/14/2014		6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	11/14/2014		M (1)		6799	A	\$29.65	6999	D	
Common Stock	11/14/2014		M (2)		7500	A	\$24.60	14499	D	
Common Stock	11/14/2014		M (3)		8200	A	\$26.48	22699	D	
Common Stock	11/14/2014		S		21696	D	\$82.6704 (4)	1003	D	
Common Stock	11/14/2014		S		803	D	\$83.2952 (5)	200	D	

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

1. Title of Derivate 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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non-qualified Options (right to buy)	\$29.65	11/14/2014		M (1)		6799	(1)	6/28/2015	Common Stock	6799	\$0.00	0	D	
Non-qualified Options (right to buy)	\$24.60	11/14/2014		M (2)		7500	(2)	6/27/2016	Common Stock	7500	\$0.00	0	D	
Non-qualified Options (right to buy)	\$26.48	11/14/2014		M (3)		8200	(3)	6/27/2017	Common Stock	8200	\$0.00	0	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) The stock options were granted in 2006, vested in three approximately equal installments on each of the first three anniversaries of the grant date and will expire on June 27, 2016.
- (3) The stock options were granted in 2007, vested in three approximately equal installments on each of the first three anniversaries of the grant date and will expire on June 27, 2017.
- (4) The price reported in Column 4 is an average price. These shares were sold in multiple transactions at prices ranging from \$82.21 to \$83.21, 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) The price reported in Column 4 is an average price. These shares were sold in multiple transactions at prices ranging from \$83.27 to \$83.345, 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAYLY GEORGE V 2021 SPRING ROAD SUITE 600 OAK BROOK, IL 60523	X			

Signatures

/s/Thomas E. O'Neill, as attorney-in-fact

11/19/2014

**
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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