

# 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  
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 <sup>*</sup> <b>WALSH HARRY J</b> (Last) (First) (Middle) <b>TWO WESTBROOK CORPORATE CENTER, SUITE 1070</b> (Street) <b>WESTCHESTER, IL 60154</b> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <b>TreeHouse Foods, Inc. [ THS ]</b>				5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Sr VP of Operations</b>		
			3. Date of Earliest Transaction (MM/DD/YYYY) <b>6/27/2010</b>						
			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)	Price			
Common Stock	6/27/2010		F <a href="#">(1)</a>		13770	D	\$46.41	135498 <a href="#">(2)</a>		D
Common Stock	6/28/2010		M <a href="#">(3)</a>		97390	A	\$0.00	232888		D
Common Stock	6/28/2010		F <a href="#">(1)</a>		37009	D	\$46.47	195879		D
Common Stock	6/28/2010		S <a href="#">(4)</a>		11949	D	\$46.76	183930		D
Common Stock	6/29/2010		M <a href="#">(3)</a>		2017	A	\$0.00	185947		D
Common Stock	6/29/2010		F <a href="#">(1)</a>		796	D	\$45.72	185151		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			
Non-Qualified Stock Option (right to buy)	\$46.47	6/28/2010		A	13650					(5)	(5)	Common Stock	13650	\$0.00	13650	D
Restricted Stock Unit	(6)	6/28/2010		A	4150					(7)	(7)	Common Stock	4150	\$0.00	4150	D
Restricted Stock Unit	(6)	6/28/2010		M <a href="#">(3)</a>		97390		(8)		(8)		Common Stock	97390	\$0.00	0	D
Restricted Stock Unit	(6)	6/29/2010		M <a href="#">(3)</a>		2017		(7)		(7)		Common Stock	2017	\$0.00	4033	D

#### Explanation of Responses:

- (1) Shares withheld to satisfy minimum tax withholding obligations.
- (2) The total number of shares have been reduced by 94,641 to exclude a non-derivative performance based award that was included in the past and was not required to be reported.
- (3) Settlement of restricted stock units into shares of common stock.
- (4) These shares were sold pursuant to a previously established 10b5-1 plan primarily for the purpose of covering additional tax obligations due to the lapsing of restrictions on restricted stock and restricted stock unit awards.
- (5) The stock options will vest in three approximately equal installments on each of the first three anniversaries of the grant date.
- (6) Each restricted stock unit represents a contingent right to receive one share of common stock of TreeHouse Foods, Inc.
- (7) 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.
- (8) The restricted stock units vest in three approximately equal installments on each of the first three 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 (1) 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.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>WALSH HARRY J</b> <b>TWO WESTBROOK CORPORATE CENTER</b> <b>SUITE 1070</b> <b>WESTCHESTER, IL 60154</b>			<b>Sr VP of Operations</b>	

**Signatures**

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

6/29/2010

\*\* 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.