

# 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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### 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>			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
<b>Gambrel Alan Thompson</b>			<b>TreeHouse Foods, Inc. [ THS ]</b>				<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-Human Resources</b>			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)				6. Individual or Joint/Group Filing (Check Applicable Line)			
<b>2021 SPRING ROAD, SUITE 600</b>			<b>6/27/2014</b>				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)							
<b>OAK BROOK, IL 60523</b>										
(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	6/27/2014		M <span style="color: blue;">(1)</span>			<b>967</b>	<b>A</b>	<b>\$0.00</b>	13923	<b>D</b>
Common Stock	6/27/2014		F <span style="color: blue;">(2)</span>			<b>432</b>	<b>D</b>	<b>\$79.89</b>	13491	<b>D</b>
Common Stock	6/27/2014		M <span style="color: blue;">(1)</span>			<b>1110</b>	<b>A</b>	<b>\$0.00</b>	14601	<b>D</b>
Common Stock	6/27/2014		F <span style="color: blue;">(2)</span>			<b>496</b>	<b>D</b>	<b>\$79.89</b>	14105	<b>D</b>
Common Stock	6/27/2014		M <span style="color: blue;">(1)</span>			<b>960</b>	<b>A</b>	<b>\$0.00</b>	15065	<b>D</b>
Common Stock	6/27/2014		F <span style="color: blue;">(2)</span>			<b>429</b>	<b>D</b>	<b>\$79.89</b>	14636	<b>D</b>

**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	<span style="color: blue;">(3)</span>	6/27/2014		M <span style="color: blue;">(1)</span>		<b>967</b>				<span style="color: blue;">(4)</span>	<span style="color: blue;">(4)</span>	Common Stock	<b>967</b>	<b>\$0.00</b>	<b>0</b>	<b>D</b>
Restricted Stock Unit	<span style="color: blue;">(3)</span>	6/27/2014		M <span style="color: blue;">(1)</span>		<b>1110</b>				<span style="color: blue;">(4)</span>	<span style="color: blue;">(4)</span>	Common Stock	<b>1110</b>	<b>\$0.00</b>	<b>1110</b>	<b>D</b>
Non-qualified Stock Option (right to buy)	\$79.89	6/27/2014		A	<b>12750</b>					<span style="color: blue;">(5)</span>	<span style="color: blue;">(5)</span>	Common Stock	<b>12750</b>	<b>\$0.00</b>	<b>12750</b>	<b>D</b>
Restricted Stock Unit	<span style="color: blue;">(3)</span>	6/27/2014		M <span style="color: blue;">(1)</span>		<b>960</b>				<span style="color: blue;">(4)</span>	<span style="color: blue;">(4)</span>	Common Stock	<b>960</b>	<b>\$0.00</b>	<b>1920</b>	<b>D</b>
Restricted Stock Unit	<span style="color: blue;">(3)</span>	6/27/2014		A	<b>2740</b>					<span style="color: blue;">(4)</span>	<span style="color: blue;">(4)</span>	Common Stock	<b>2740</b>	<b>\$0.00</b>	<b>2740</b>	<b>D</b>

#### 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) Each restricted stock unit represents a contingent right to receive one share of common stock of TreeHouse Foods, Inc.
- (4) 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.
- (5) The stock options have a ten-year term and 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
Gambrel Alan Thompson				

2021 SPRING ROAD  
SUITE 600  
OAK BROOK, IL 60523

Sr VP-Human Resources

**Signatures**

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

\*\* Signature of Reporting Person

7/1/2014

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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