

# 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> <b>VERMYLEN DAVID B</b> (Last) (First) (Middle) <b>2021 SPRING ROAD, SUITE 600</b> (Street) <b>OAK BROOK, IL 60523</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)			
			3. Date of Earliest Transaction (MM/DD/YYYY) <b>9/2/2014</b>				<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)			
			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	9/2/2014		M <span style="color: blue;">(1)</span>		14212	A	\$0.00	44802	D	
Common Stock	9/2/2014		S		14212	D	\$82.597 <span style="color: blue;">(2)</span>	30590	D	
Common Stock	9/3/2014		M <span style="color: blue;">(1)</span>		9373	A	\$0.00	39963	D	
Common Stock	9/3/2014		S		8378	D	\$81.5794 <span style="color: blue;">(3)</span>	31585	D	
Common Stock	9/3/2014		S		995	D	\$82.1333 <span style="color: blue;">(4)</span>	30590	D	
Common Stock								60671	I	In Trust <span style="color: blue;">(5)</span>
Common Stock								53000	I	In Trust <span style="color: blue;">(6)</span>

**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 Options (right to buy)	\$29.65	9/2/2014		M <span style="color: blue;">(1)</span>		14212			(1)	6/28/2015	Common Stock	14212	\$0.00	109373	D
Non-qualified Options (right to buy)	\$29.65	9/3/2014		M <span style="color: blue;">(1)</span>		9373			(1)	6/28/2015	Common Stock	9373	\$0.00	100000	D

#### Explanation of Responses:

- 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.
- The price reported in Column 4 is an average weighted price. These shares were sold in multiple transactions at prices ranging from \$82.055 to \$82.855, 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.
- The price reported in Column 4 is an average weighted price. These shares were sold in multiple transactions at prices ranging from \$81.21 to \$81.99, 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.
- The price reported in Column 4 is an average weighted price. These shares were sold in multiple transactions at prices ranging from \$82.00 to \$82.43, 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 David B. Vermulen Trust.

(6) Held by the David B. Vermulen 2007 Irrevocable Trust for the benefit of Mr. Vermulen's spouse and family.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>VERMYLEN DAVID B 2021 SPRING ROAD SUITE 600 OAK BROOK, IL 60523</b>	<b>X</b>			

**Signatures**

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

9/4/2014

\*\* 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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