

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 *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Gambrel Alan Thompson	TreeHouse Foods, Inc. [THS]	____ Director _____ 10% Owner ____ ☒ Officer (give title below) _____ Other (specify below) Sr VP-Human Resources
(Last) (First) (Middle) 2021 SPRING ROAD, SUITE 600	3. Date of Earliest Transaction (MM/DD/YYYY) 7/16/2013	
(Street) OAK BROOK, IL 60523	4. If Amendment, Date Original Filed (MM/DD/YYYY) 7/18/2013	6. Individual or Joint/Group Filing (Check Applicable Line) ____ ☒ Form filed by One Reporting Person ____ 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 (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	7/16/2013		M (1)		5000	A	\$29.65	17956	D	
Common Stock	7/16/2013		S (1)		5000	D	\$70.00	12956	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (right to buy)	\$29.65	7/16/2013		M (1)			5000	(2)	6/28/2015	Common Stock	5000	\$0.00	3730	D	

Explanation of Responses:

- (1) The options were exercised and the underlying shares were sold pursuant to a previously established 10b5-1 plan.
- (2) The stock options have a ten year term and vested in three approximately equal installments on each of the first three anniversaries of the grant date.

Remarks:

This amendment is being filed solely to add a footnote to indicate that the reported transactions were executed pursuant to a pre-established 10b5-1 sales plan.

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

7/18/2013

**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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