

FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES

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

|                                                                                                                                                                                                                                                   |                                                                                     |                                                                                                                                                                                                                                                                                         |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person *<br><b>BAYLY GEORGE V</b><br><div>(Last) (First) (Middle)</div> <b>TWO WESTBROOK CORPORATE CENTER, SUITE 1070</b><br><div>(Street)</div> <b>WESTCHESTER, IL 60154</b><br><div>(City) (State) (Zip)</div> | 2. Issuer Name and Ticker or Trading Symbol<br><b>TreeHouse Foods, Inc. [ THS ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><div><input checked="" type="checkbox"/> Director<br/><input type="checkbox"/> 10% Owner<br/><input type="checkbox"/> Officer (give title below)<br/><input type="checkbox"/> Other (specify below)</div> |
| 3. Date of Earliest Transaction (MM/DD/YYYY)<br><b>6/28/2010</b>                                                                                                                                                                                  |                                                                                     | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><div><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/><input type="checkbox"/> Form filed by More than One Reporting Person</div>                                                              |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY)                                                                                                                                                                                                 |                                                                                     |                                                                                                                                                                                                                                                                                         |

| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned                                     |                                                        |                                   |                                   |                              |                                                                      |                                                                                           |                                         |                                                                                                  |                                                                                      |                                                       |                                               |                                                                                                       |                                                                                  |                                                        |
|----------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|-----------------------------------|-----------------------------------|------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|-------------------------------------------------------|-----------------------------------------------|-------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--------------------------------------------------------|
| 1.Title of Security<br>(Instr. 3)                                                                                    | 2. Trans. Date                                         | 2A. Deemed Execution Date, if any | 3. Trans. Code<br>(Instr. 8)      |                              | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |                                                                                           |                                         | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(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                                   |                                                                                                  |                                                                                      |                                                       |                                               |                                                                                                       |                                                                                  |                                                        |
| Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities) |                                                        |                                   |                                   |                              |                                                                      |                                                                                           |                                         |                                                                                                  |                                                                                      |                                                       |                                               |                                                                                                       |                                                                                  |                                                        |
| 1. Title of Derivate Security<br>(Instr. 3)                                                                          | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date                    | 3A. Deemed Execution Date, if any | 4. Trans. Code<br>(Instr. 8) |                                                                      | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date |                                                                                                  | 7. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 3 and 4) |                                                       | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(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)                                                                                              |                                                                                      |                                                       |                                               |                                                                                                       |                                                                                  |                                                        |
| Restricted Stock Unit                                                                                                | (1)                                                    | 6/28/2010                         |                                   | A                            |                                                                      | 2410                                                                                      | (2)                                     | (2)                                                                                              | Common Stock                                                                         | 2410                                                  | \$0.00                                        | 2410                                                                                                  | D                                                                                |                                                        |

Explanation of Responses:

(1) Each restricted stock unit is equal in value to one share of common stock of TreeHouse Foods, Inc.

(2) Unless deferred, restricted stock units vest and settle in stock or cash upon the 13-month anniversary of the grant date.

Reporting Owners

| Reporting Owner Name / Address                                                          | Relationships |           |         |       |
|-----------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                         | Director      | 10% Owner | Officer | Other |
| BAYLY GEORGE V<br>TWO WESTBROOK CORPORATE CENTER<br>SUITE 1070<br>WESTCHESTER, IL 60154 | X             |           |         |       |

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.

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