

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)
ONeill Thomas Emmet III	TreeHouse Foods, Inc. [THS]	☐ Director ☐ 10% Owner ☒ Officer (give title below) ☐ Other (specify below) Exec VP, Gen Counsel & CAO
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	
2021 SPRING ROAD, SUITE 600	6/27/2013	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
OAK BROOK, IL 60523		☒ 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	6/27/2013		M (1)		1140	A	\$0.00	166214	D	
Common Stock	6/27/2013		F (2)		369	D	\$65.97	165845	D	
Common Stock	6/27/2013		M (1)		1307	A	\$0.00	167152	D	
Common Stock	6/27/2013		F (2)		423	D	\$65.97	166729	D	
Common Stock	6/28/2013		S		1655	D	\$66.08 (3)	165074	D	
Common Stock	6/28/2013		M (1)		1383	A	\$0.00	166457	D	
Common Stock	6/28/2013		F (2)		448	D	\$65.54	166009	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				
Restricted Stock Unit	(4)	6/27/2013		M (1)			1140	(5)	(5)	Common Stock	1140	\$0.00	1140	D	
Restricted Stock Unit	(4)	6/27/2013		M (1)			1307	(5)	(5)	Common Stock	1307	\$0.00	2613	D	
Non-qualified Stock Option (right to buy)	\$65.97	6/27/2013		A		14730		(6)	(6)	Common Stock	14730	\$0.00	14730	D	
Restricted Stock Unit	(4)	6/27/2013		A		3380		(5)	(5)	Common Stock	3380	\$0.00	3380	D	
Restricted Stock Unit	(4)	6/28/2013		M (1)			1383	(5)	(5)	Common Stock	1383	\$0.00	0	D	

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) The price reported in Column 4 is an average price. These shares were sold in multiple transactions at prices ranging from \$66.04 to \$66.155, 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.
- (4) Each restricted stock unit represents a contingent right to receive one share of common stock of TreeHouse Foods, Inc.
- (5) 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.
- (6) 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
O'Neill Thomas Emmet III 2021 SPRING ROAD SUITE 600 OAK BROOK, IL 60523			Exec VP, Gen Counsel & CAO	

Signatures

/s/Thomas E. O'Neill

7/1/2013

—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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