

FORM 4

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

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

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)	
ENGLES GREGG L		TreeHouse Foods, Inc. [THS]		☒ Director _____ 10% Owner ☐ Officer (give title below) _____ Other (specify below)	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
2515 MCKINNEY AVE, SUITE 1200		5/23/2006			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
DALLAS, TX 75201				☒ 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	5/23/2006		M		5500	A	\$10.5604	440783	D	
common stock	5/23/2006		S		1000	D	\$25.05	439783	D	
common stock	5/23/2006		S		1000	D	\$25.10	438783	D	
common stock	5/23/2006		S		1000	D	\$25.15	437783	D	
common stock	5/23/2006		S		1000	D	\$25.20	436783	D	
common stock	5/23/2006		S		500	D	\$25.35	436283	D	
common stock	5/23/2006		S		500	D	\$25.36	435783	D	
common stock	5/23/2006		S		500	D	\$25.38	435283	D	
common stock	5/24/2006		M		18600	D	\$10.5604	453883	D	
common stock	5/24/2006		S		1500	D	\$25.90	452383	D	
common stock	5/24/2006		S		500	D	\$25.91	451883	D	
common stock	5/24/2006		S		500	D	\$25.94	451383	D	
common stock	5/24/2006		S		600	D	\$25.95	450783	D	
common stock	5/24/2006		S		400	D	\$25.98	450383	D	
common stock	5/24/2006		S		4500	D	\$25.99	445883	D	
common stock	5/24/2006		S		10500	D	\$26.00	435383	D	
common stock	5/24/2006		S		100	D	\$26.02	435283	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
non-qualified stock option (right to buy)	\$10.5604	5/23/2006		M		5500	6/28/2005	1/22/2011	common stock	1000	\$0.00	52005	D	
non-qualified stock option (right to buy)	\$10.5604	5/24/2006		M		18600	6/28/2005	1/22/2011	common stock	18600	\$0.00	33405	D	

Explanation of Responses:

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ENGLES GREGG L 2515 MCKINNEY AVE SUITE 1200 DALLAS, TX 75201	X			

Signatures

/s/ Thomas E ONeill, pursuant to Power of Attorney

—**Signature of Reporting Person

5/25/2006

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

POWER OF ATTORNEY

(Section 16 Filings)

Know all by these presents, that the undersigned hereby constitutes and

appoints each of Thomas E. O'Neill, Sam K. Reed, David B. Vermynen, and E. Nichol McCully, signing singly, the undersigneds true and lawful attorney-in-fact to:

1. Execute for and on behalf of the undersigned, in the undersigneds capacity as an officer and/or director of TreeHouse Foods, Inc. (TreeHouse), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder;
2. Do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto and timely file such form with the United States Securities and Exchange Commission and any national quotation system, national securities exchange, stock exchange or similar authority; and
3. Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of or legally required by the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-facts discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-facts substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is TreeHouse assuming, any of the undersigneds responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigneds holdings of and transactions in securities issued by TreeHouse, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 8th day of June, 2005.

/s/ Gregg Leslie Engles

Signature

Gregg Leslie Engles
Print Name