

**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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>REED SAM K</b>			<b>TreeHouse Foods, Inc. [ THS ]</b>			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>CEO, Chairman of the Board</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			<b>6/28/2012</b>		
<b>2021 SPRING ROAD, SUITE 600</b>			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)			
Common Stock	6/28/2012		G <sup>(1)</sup>	V	20701	D <sup>(2)</sup>	\$0.00	111245	I Held by Spouse's GRATs.
Common Stock	6/28/2012		G <sup>(1)</sup>	V	20701	A <sup>(2)</sup>	\$0.00	430535	I In Trust <sup>(3)</sup>
Common Stock	11/8/2012		G <sup>(1)</sup>	V	23101	D <sup>(2)</sup>	\$0.00	88144	I Held by Spouse's GRATs.
Common Stock	11/8/2012		G <sup>(1)</sup>	V	23101	A <sup>(2)</sup>	\$0.00	453636	I In Trust <sup>(3)</sup>
Common Stock	11/8/2012		G <sup>(1)</sup>	V	23101	D <sup>(2)</sup>	\$0.00	17178	I Held by Insider's GRAT.
Common Stock	11/8/2012		G <sup>(1)</sup>	V	23101	A <sup>(2)</sup>	\$0.00	476737	I In Trust <sup>(3)</sup>

**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	

**Explanation of Responses:**

- (1) GRAT annuity payment transfer for no consideration to Sam K. Reed 2008 Trust & Victoria P. Reed 2008 Trust, as Tenants in Common.
- (2) For each disposition on this report, there was a corresponding acquisition by the Sam K. Reed 2008 Trust and Victoria P. Reed 2008 Trust, as Tenants in Common. Accordingly, Mr. Reed retains a beneficial ownership interest in all shares reported on this Form 4.
- (3) Held by Sam K. Reed 2008 Trust & Victoria P. Reed 2008 Trust, as Tenants in Common.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>REED SAM K 2021 SPRING ROAD SUITE 600 OAK BROOK, IL 60523</b>	<b>X</b>		<b>CEO, Chairman of the Board</b>	

### Signatures

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

11/9/2012

\*\* 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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