

FORM 4

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

OMB APPROVAL
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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 * REED SAM K (Last) (First) (Middle) 2021 SPRING ROAD, SUITE 600 (Street) OAK BROOK, IL 60523 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol TreeHouse Foods, Inc. [THS] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) CEO, Chairman of the Board |
| 3. Date of Earliest Transaction (MM/DD/YYYY) 6/4/2014 | | 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 |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | |

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 | 6/4/2013 | | G (1) | V | 24276 | D (2) | \$0.00 | 0 | I | Held by Spouse's GRATs. |
| Common Stock | 6/4/2013 | | G (1) | V | 24276 | A (2) | \$0.00 | 566929 | I | In Trust (3) |
| Common Stock | | | | | | | | 24242 | I | Held by Spouse's Trust. (4) |
| Common Stock | 6/27/2014 | | M (5) | | 4300 | A | \$0.00 | 4300 | D | |
| Common Stock | 6/27/2014 | | F (6) | | 1918 | D | \$79.89 | 2382 | D | |
| Common Stock | 6/27/2014 | | M (5) | | 4940 | A | \$0.00 | 7322 | D | |
| Common Stock | 6/27/2014 | | F (6) | | 2204 | D | \$79.89 | 5118 | D | |
| Common Stock | 6/27/2014 | | M (5) | | 5287 | A | \$0.00 | 10405 | D | |
| Common Stock | 6/28/2014 | | F (6) | | 2359 | D | \$79.89 | 8046 | D | |
| Common Stock | 7/1/2014 | | M (7) | | 30000 | A | \$29.65 | 38046 | D | |
| Common Stock | 7/1/2014 | | S (7) | | 30000 | D | \$77.50 | 8046 | 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 | (8) | 6/27/2014 | | M (5) | | 4300 | | (9) | (9) | Common Stock | 4300 | \$0.00 | 0 | D | |
| Restricted Stock Unit | (8) | 6/27/2014 | | M (5) | | 4940 | | (9) | (9) | Common Stock | 4940 | \$0.00 | 4940 | D | |
| Non-qualified Stock Option (right to buy) | \$79.89 | 6/27/2014 | | A | | 69860 | | (10) | (10) | Common Stock | 69860 | \$0.00 | 69860 | D | |
| Restricted Stock Unit | (8) | 6/27/2014 | | A | | 15010 | | (9) | (9) | Common Stock | 15010 | \$0.00 | 15010 | D | |
| Restricted Stock Unit | (8) | 6/28/2014 | | M (5) | | 5287 | | (9) | (9) | Common Stock | 5287 | \$0.00 | 10573 | D | |
| Non-qualified Options (right to buy) | \$29.65 | 7/1/2014 | | M (7) | | 30000 | | (11) | 6/28/2015 | Common Stock | 30000 | \$0.00 | 280377 | D | |

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 the 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 24,276 shares.
- (3) Held by Sam K. Reed 2008 Trust and Victoria P. Reed 2008 Trust, as Tenants in Common.
- (4) These shares, now held by the Victoria P. Reed 2010 Non Exempt Trust, were previously held by the Spouse's GRAT prior to distribution of all shares out of the GRAT upon its expiration and pursuant to its terms.
- (5) Settlement of restricted stock units into shares of common stock.
- (6) Shares withheld to satisfy minimum tax withholding requirements upon vesting of restricted stock units.
- (7) Options exercised and underlying shares sold pursuant to a pre-established 10b5-1 trading plan.
- (8) Each restricted stock unit represents a contingent right to receive one share of common stock of TreeHouse Foods, Inc.
- (9) 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.
- (10) 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.
- (11) 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.

Reporting Owners

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

Signatures

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

7/1/2014

**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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