

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 * VERMYLEN DAVID B (Last) (First) (Middle) TWO WESTBROOK CORPORATE CENTER, SUITE 1070 (Street) WESTCHESTER, IL 60154 (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) ____ Director _____ 10% Owner ☒ Officer (give title below) _____ Other (specify below) President, COO
3. Date of Earliest Transaction (MM/DD/YYYY) 6/27/2010		6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person ☐ 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	6/27/2010		F (1)		21098	D	\$46.41	113165 (2)	D	
Common Stock	6/28/2010		M (3)		142838	A	\$0.00	256003	D	
Common Stock	6/28/2010		F (1)		54279	D	\$46.47	201724	D	
Common Stock	6/28/2010		S (4)		32735	D	\$46.76	168989	D	
Common Stock	6/29/2010		S (4)		27800	D	\$46.06	141189	D	
Common Stock	6/29/2010		M (3)		2850	A	\$0.00	144039	D	
Common Stock	6/29/2010		F (1)		1125	D	\$45.72	142914	D	
Common Stock								102671	I	By Trust (5)

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)	\$46.47	6/28/2010		A		19750	(6)	(6)	Common Stock	19750	\$0.00	19750	D	
Restricted Stock Unit	(7)	6/28/2010		A		6020	(8)	(8)	Common Stock	6020	\$0.00	6020	D	
Restricted Stock Unit	(7)	6/28/2010		M (3)		142838	(9)	(9)	Common Stock	142838	\$0.00	0	D	
Restricted Stock Unit	(7)	6/29/2010		M (3)		2850	(8)	(8)	Common Stock	2850	\$0.00	5700	D	

Explanation of Responses:

- Shares withheld to satisfy minimum tax withholding obligations.
- The total number of shares have been reduced by 138,808 to exclude a non-derivative performance based award that was included in the past and was not required to be reported.
- Settlement of restricted stock units into shares of common stock.
- These shares were sold pursuant to a previously established 10b5-1 plan primarily for the purpose of covering additional tax obligations.
- Held by David B. Vermylon Trust
- The stock options will vest in three approximately equal installments on each of the first three anniversaries of the grant date.
- Each restricted stock unit represents a contingent right to receive one share of common stock of TreeHouse Foods, Inc.

- (8) 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.
- (9) The restricted stock units vest in three approximately equal installments on each of the first three anniversaries of the grant date. Vested restricted stock units will be delivered to the reporting person five business days following the earlier to occur of (i) the fifth anniversary of the date of grant or (ii) the sixth month anniversary of the date the reporting person's employment with TreeHouse Foods, Inc. terminates.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VERMYLEN DAVID B TWO WESTBROOK CORPORATE CENTER SUITE 1070 WESTCHESTER, IL 60154			President, COO	

Signatures/s/Thomas E. O'Neill, as attorney-in-fact6/29/2010

—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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