

# 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 *<br><b>Riordan Dennis F</b><br><br>(Last) (First) (Middle)<br><b>TWO WESTBROOK CORPORATE<br/>CENTER, SUITE 1070</b><br><br>(Street)<br><b>WESTCHESTER, IL 60154</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>TreeHouse Foods, Inc. [ THS ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>____ Director _____ 10% Owner<br>____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below)<br><b>CFO, Sr VP</b> |
| 3. Date of Earliest Transaction (MM/DD/YYYY)<br><b>6/27/2010</b>                                                                                                                                                                         |                                                                                     | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br>____ <input checked="" type="checkbox"/> Form filed by One Reporting Person<br>____ 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<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) |   | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |               |         | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|-----------------------------------------|------------------------------|---|-------------------------------------------------------------------------|---------------|---------|-----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                    |                |                                         | Code                         | V | Amount                                                                  | (A) or<br>(D) | Price   |                                                                                                     |                                                                         |                                                                   |
| Common Stock                       | 6/27/2010      |                                         | F (1)                        |   | 2327                                                                    | D             | \$46.41 | 24046 (2)                                                                                           | D                                                                       |                                                                   |
| Common Stock                       | 6/28/2010      |                                         | S (3)                        |   | 10000                                                                   | D             | \$46.76 | 14046                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 6/29/2010      |                                         | M (4)                        |   | 2017                                                                    | A             | \$0.00  | 16063                                                                                               | D                                                                       |                                                                   |
| Common Stock                       | 6/29/2010      |                                         | F (1)                        |   | 595                                                                     | D             | \$45.72 | 15468 (2)                                                                                           | D                                                                       |                                                                   |

Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate<br>Security<br>(Instr. 3)   | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Trans.<br>Date | 3A. Deemed<br>Execution<br>Date, if any | 4. Trans.<br>Code<br>(Instr. 8) |   | 5. Number of<br>Derivative Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) |      | 6. Date Exercisable and<br>Expiration Date |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|--------------------------------------------------|--------------------------------------------------------------------|-------------------|-----------------------------------------|---------------------------------|---|----------------------------------------------------------------------------------------------------|------|--------------------------------------------|--------------------|--------------------------------------------------------------------------------------------|----------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
|                                                  |                                                                    |                   |                                         | Code                            | V | (A)                                                                                                | (D)  | Date<br>Exercisable                        | Expiration<br>Date | Title                                                                                      | Amount or<br>Number of<br>Shares |                                                     |                                                                                                                            |                                                                                                       |                                                                    |
| Non-Qualified<br>Stock Options<br>(right to buy) | \$46.47                                                            | 6/28/2010         |                                         | A                               |   | 13650                                                                                              |      | (5)                                        | (5)                | Common<br>Stock                                                                            | 13650                            | \$0.00                                              | 13650                                                                                                                      | D                                                                                                     |                                                                    |
| Restricted Stock<br>Unit                         | (6)                                                                | 6/28/2010         |                                         | A                               |   | 4150                                                                                               |      | (7)                                        | (7)                | Common<br>Stock                                                                            | 4150                             | \$0.00                                              | 4150                                                                                                                       | D                                                                                                     |                                                                    |
| Restricted Stock<br>Unit                         | (6)                                                                | 6/28/2010         |                                         | A                               |   | 22430                                                                                              |      | (7)                                        | (7)                | Common<br>Stock                                                                            | 22430                            | \$0.00                                              | 22430                                                                                                                      | D                                                                                                     |                                                                    |
| Restricted Stock<br>Unit                         | (6)                                                                | 6/29/2010         |                                         | M (4)                           |   |                                                                                                    | 2017 | (7)                                        | (7)                | Common<br>Stock                                                                            | 2017                             | \$0.00                                              | 4033                                                                                                                       | D                                                                                                     |                                                                    |

#### Explanation of Responses:

- Shares withheld to satisfy minimum tax withholding obligations.
- The total number of shares have been reduced by 12,000 to exclude a non-derivative performance based award that was included in the past and was not required to be reported.
- These shares were sold pursuant to a previously established 10b5-1 plan primarily for the purpose of covering additional tax obligations.
- Settlement of restricted stock units into shares of common stock.
- 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.
- 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.

#### Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
| Riordan Dennis F               |               |           |         |       |

|                                                                       |  |  |            |  |
|-----------------------------------------------------------------------|--|--|------------|--|
| TWO WESTBROOK CORPORATE CENTER<br>SUITE 1070<br>WESTCHESTER, IL 60154 |  |  | CFO, Sr VP |  |
|-----------------------------------------------------------------------|--|--|------------|--|

Signatures

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

6/29/2010

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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