

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 * ONeill Thomas Emmet III (Last) (First) (Middle) 1333 BUTTERFIELD ROAD, SUITE 490 (Street) DOWNERS GROVE, IL 60515 (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 ____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Gen Counsel, Sr VP, CAO, Sec
3. Date of Earliest Transaction (MM/DD/YYYY) 6/28/2005		6. Individual or Joint/Group Filing (Check Applicable Line) ____ <input checked="" type="checkbox"/> 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	6/28/2005		A		94641	A	\$0.00	145976 (1)	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 Options (right to buy)	\$29.65	6/28/2005		A		186534	(2)	6/28/2015	common stock	186534	\$0.00	186534	D	
Restricted Stock Units	(3)	6/28/2005		A		97390	(4)	(4)	common stock	97390	\$0.00	97390	D	

Explanation of Responses:

- (1) On June 27, 2005, the common stock of TreeHouse Foods, Inc. split 256.677327:1, resulting in the reporting person's acquisition of 51,135 additional shares of common stock.
- (2) The stock options will vest in three approximately equal installments on each of the first three anniversaries of the grant date.
- (3) Each restricted stock unit represents a contingent right to receive one share of common stock of TreeHouse Foods, Inc.
- (4) 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. Restricted stock units that have not become vested on or before the fifth anniversary of the grant date will be forfeited by the reporting person.

Remarks:

List of Exhibits:

Exhibit No. 24 Power of Attorney

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ONeill Thomas Emmet III 1333 BUTTERFIELD ROAD SUITE 490 DOWNERS GROVE, IL 60515			Gen Counsel, Sr VP, CAO, Sec	

Signatures

/s/ Thomas E. O'Neill, pursuant to Power of Attorney

6/30/2005

 **
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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