

TreeHouse Foods, Inc.  
Form 4  
November 09, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**REED SAM K**

2. Issuer Name and Ticker or Trading Symbol  
TreeHouse Foods, Inc. [THS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

2021 SPRING ROAD, SUITE 600

06/28/2012

CEO, Chairman of the Board

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

OAK BROOK, IL 60523

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	06/28/2012		G <sup>(1)</sup>	V 20,701 D <sub>(2)</sub> \$ 0 111,245	I	Held by Spouse's GRATs.	
Common Stock	06/28/2012		G <sup>(1)</sup>	V 20,701 A <sub>(2)</sub> \$ 0 430,535	I	In Trust <sup>(3)</sup>	
Common Stock	11/08/2012		G <sup>(1)</sup>	V 23,101 D <sub>(2)</sub> \$ 0 88,144	I	Held by Spouse's GRATs.	
Common Stock	11/08/2012		G <sup>(1)</sup>	V 23,101 A <sub>(2)</sub> \$ 0 453,636	I	In Trust <sup>(3)</sup>	
	11/08/2012		G <sup>(1)</sup>	V 23,101 \$ 0 17,178	I		

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Common Stock					D (2)					Held by Insider's GRAT.
Common Stock	11/08/2012		G <sup>(1)</sup>	V	23,101	A (2)	\$ 0	476,737	I	In Trust <sup>(3)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or 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. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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## 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  
11/09/2012  
\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).

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- (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.

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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