

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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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 ⁽¹⁾	V 20,701 D ₍₂₎ \$ 0 111,245	I	Held by Spouse's GRATs.	
Common Stock	06/28/2012		G ⁽¹⁾	V 20,701 A ₍₂₎ \$ 0 430,535	I	In Trust ⁽³⁾	
Common Stock	11/08/2012		G ⁽¹⁾	V 23,101 D ₍₂₎ \$ 0 88,144	I	Held by Spouse's GRATs.	
Common Stock	11/08/2012		G ⁽¹⁾	V 23,101 A ₍₂₎ \$ 0 453,636	I	In Trust ⁽³⁾	
	11/08/2012		G ⁽¹⁾	V 23,101 \$ 0 17,178	I		

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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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