TreeHouse Foods, Inc. Form 4 November 09, 2012

## FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB APPROVAL** OMB 3235-0287

January 31,

Number: Expires: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2005 Estimated average burden hours per 0.5 response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * REED SAM K			2. Issuer Name <b>and</b> Ticker or Trading Symbol TreeHouse Foods, Inc. [THS]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(First) (Middle) 3. Date of Earliest Transaction		(eneck an applicable)			
2021 SPRING ROAD, SUITE 600		JITE 600	(Month/Day/Year) 06/28/2012	_X_ Director 10% Owner _X_ Officer (give title Other (specify below)  CEO, Chairman of the Board			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
OAK BROOK	, IL 60523		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (Z	(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. Transac Code (Instr. 8		4. Securit n(A) or Dis (D) (Instr. 3, 4	sposed	of	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)	
Common Stock	06/28/2012			•	20,701	D (2)	\$ 0	111,245	I	Held by Spouse's GRATs.	
Common Stock	06/28/2012		G <u>(1)</u>	V	20,701	A (2)	\$0	430,535	I	In Trust (3)	
Common Stock	11/08/2012		G <u>(1)</u>	V	23,101	D (2)	\$ 0	88,144	I	Held by Spouse's GRATs.	
Common Stock	11/08/2012		G <u>(1)</u>	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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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Conversion or Exercise (Instr. 3) Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	Securities Acquired (A) or Disposed		ate	7. Titl Amou Under Securi (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans
		Code V	of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr

## **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).

Reporting Owners 2

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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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.