REED SAM K Form 4 September 08, 2017

FORM 4

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

OMB Number: 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(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		
(Last)	(First) (Middle)		3. Date of Earliest Transaction	(Check all applicable)		
2021 SPRING ROAD, SUITE 600		ITE 600	(Month/Day/Year) 09/07/2017	_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)	(Zip) Table	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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	09/07/2017		Code V M(1)	Amount 980	or (D)	Price \$ 24.06	Transaction(s) (Instr. 3 and 4) 70,647	D		
Common Stock	09/07/2017		S <u>(1)</u>	980	D	\$ 65.95 (2)	69,667	D		
Common Stock	09/07/2017		M(1)	10,200	A	\$ 24.06	79,867	D		
Common Stock	09/07/2017		S <u>(1)</u>	10,200	D	\$ 66.33 (3)	69,667	D		
	09/07/2017		M(1)	300	A		69,967	D		

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Common Stock					\$ 24.06		
Common Stock	09/07/2017	S <u>(1)</u>	300	D	\$ 67.01	69,667	D

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 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. Transactic Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 24.06	09/07/2017		M <u>(1)</u>	980	<u>(5)</u>	06/27/2018	Common Stock	98
Non-Qualified Stock Option (right to buy)	\$ 24.06	09/07/2017		M <u>(1)</u>	10,200	<u>(5)</u>	06/27/2018	Common Stock	10,2
Non-Qualified Stock Option (right to buy)	\$ 24.06	09/07/2017		M <u>(1)</u>	300	<u>(5)</u>	06/27/2018	Common Stock	30

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
REED SAM K							
2021 SPRING ROAD	X		CEO Chairman of the Roard				
SUITE 600	Λ		CEO, Chairman of the Board				
OAK BROOK, IL 60523							

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Signatures

Thomas E. O'Neill, by power of attorney

09/08/2017

**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).
- (1) Options exercised and underlying shares sold pursuant to a pre-established 10b5-1 trading plan.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$65.94 to \$65.98, inclusive. The reporting person undertakes to provide to TreeHouse Foods, Inc., any security holder of TreeHouse Foods, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.00 to \$66.83, inclusive. The reporting person undertakes to provide to TreeHouse Foods, Inc., any security holder of TreeHouse Foods, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.01 to \$67.02, inclusive. The reporting person undertakes to provide to TreeHouse Foods, Inc., any security holder of TreeHouse Foods, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (5) The stock options were granted on June 27, 2008 and vested in three approximately equal installments on each of the first three anniversaries of the grant date.

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.

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