TreeHouse Foods, Inc. Form 4 September 04, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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obligations

1(b).

(Last)

may continue.

See Instruction

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 * VERMYLEN DAVID B

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

09/02/2014

(Middle)

TreeHouse Foods, Inc. [THS]

(First)

(Street)

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

_X__ Director Officer (give title below)

10% Owner Other (specify

2021 SPRING ROAD, SUITE 600

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

(Check all applicable)

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

OAK BROOK, IL 60523

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secui	rities Acquir	ed, Disposed of,	or Beneficiall	y 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. Securit onor Dispos (Instr. 3, 4	ed 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	09/02/2014		M(1)	14,212	A	\$ 0	44,802	D	
Common Stock	09/02/2014		S	14,212	D	\$ 82.597 (2)	30,590	D	
Common Stock	09/03/2014		M <u>(1)</u>	9,373	A	\$ 0	39,963	D	
Common Stock	09/03/2014		S	8,378	D	\$ 81.5794 (3)	31,585	D	
Common Stock	09/03/2014		S	995	D	\$ 82.1333	30,590	D	

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(4)

Common Stock	60,671	I	In Trust (5)
Common Stock	53,000	I	In Trust

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

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

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)	ionDerivative Expiration Date Underl Securities (Month/Day/Year) (Instr.		Expiration Date		Amoun Securiti 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numl of Sh
Non-qualified Options (right to buy)	\$ 29.65	09/02/2014		M <u>(1)</u>	14,212	<u>(1)</u>	06/28/2015	Common Stock	14,2
Non-qualified Options (right to buy)	\$ 29.65	09/03/2014		M <u>(1)</u>	9,373	<u>(1)</u>	06/28/2015	Common Stock	9,3

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
VERMYLEN DAVID B 2021 SPRING ROAD SUITE 600 OAK BROOK, IL 60523	X						
Signatures							

/s/Thomas E. O'Neill, as attorney-in-fact 09/04/2014 **Signature of Reporting Person Date

Reporting Owners 2

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) The stock options were granted in 2005, vested in three approximately equal installments on each of the first three anniversaries of the grant date and are nearing the expiration of their ten year term. The stock options expire on June 28, 2015.
- The price reported in Column 4 is an average weighted price. These shares were sold in multiple transactions at prices ranging from \$82.055 to \$82.855, 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 an average weighted price. These shares were sold in multiple transactions at prices ranging from \$81.21 to \$81.99, 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 an average weighted price. These shares were sold in multiple transactions at prices ranging from \$82.00 to \$82.43, 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) Held by David B. Vermylen Trust.
- (6) Held by the David B. Vermylen 2007 Irrevocable Trust for the benefit of Mr. Vermylen's spouse and family.

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.