

VERMYLEN DAVID B
Form 4
June 29, 2010

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 *
VERMYLEN DAVID B

(Last) (First) (Middle)

TWO WESTBROOK CORPORATE CENTER, SUITE 1070

(Street)

WESTCHESTER, IL 60154

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/27/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, COO

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

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 | 06/27/2010 | | F ⁽¹⁾ | | 21,098 | D | \$ 46.41 |
| Common Stock | 06/28/2010 | | M ⁽³⁾ | | 142,838 | A | \$ 0 |
| Common Stock | 06/28/2010 | | F ⁽¹⁾ | | 54,279 | D | \$ 46.47 |
| Common Stock | 06/28/2010 | | S ⁽⁴⁾ | | 32,735 | D | \$ 46.76 |
| Common Stock | 06/29/2010 | | S ⁽⁴⁾ | | 27,800 | D | \$ 46.06 |

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| | | | | | | | | |
|--------------|------------|-------------------------|-------|---|----------|---------|---|---------------------|
| Common Stock | 06/29/2010 | <u>M</u> ⁽³⁾ | 2,850 | A | \$ 0 | 144,039 | D | |
| Common Stock | 06/29/2010 | <u>F</u> ⁽¹⁾ | 1,125 | D | \$ 45.72 | 142,914 | D | |
| Common Stock | | | | | | 102,671 | I | By Trust <u>(5)</u> |

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

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(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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---------|--|---|
| | | | | | V | (A) (D) | | |
| Non-Qualified Stock Option (right to buy) | \$ 46.47 | 06/28/2010 | | A | | 19,750 | <u>(6)</u> <u>(6)</u> | Common Stock |
| Restricted Stock Unit | <u>(7)</u> | 06/28/2010 | | A | | 6,020 | <u>(8)</u> <u>(8)</u> | Common Stock |
| Restricted Stock Unit | <u>(7)</u> | 06/28/2010 | | <u>M</u> ⁽³⁾ | | 142,838 | <u>(9)</u> <u>(9)</u> | Common Stock |
| Restricted Stock Unit | <u>(7)</u> | 06/29/2010 | | <u>M</u> ⁽³⁾ | | 2,850 | <u>(8)</u> <u>(8)</u> | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| VERMYLEN DAVID B TWO WESTBROOK CORPORATE CENTER SUITE 1070 WESTCHESTER, IL 60154 | | | President, COO | |

Signatures

/s/Thomas E. O'Neill, as
attorney-in-fact

06/29/2010

__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) Shares withheld to satisfy minimum tax withholding obligations.
 - (2) The total number of shares have been reduced by 138,808 to exclude a non-derivative performance based award that was included in the past and was not required to be reported.
 - (3) Settlement of restricted stock units into shares of common stock.
 - (4) These shares were sold pursuant to a previously established 10b5-1 plan primarily for the purpose of covering additional tax obligations.
 - (5) Held by David B. Vermylen Trust
 - (6) The stock options will vest in three approximately equal installments on each of the first three anniversaries of the grant date.
 - (7) Each restricted stock unit represents a contingent right to receive one share of common stock of TreeHouse Foods, Inc.
 - (8) The restricted stock units vest and settle in stock or cash in three approximately equal installments on each of the first three anniversaries of the grant date.

The restricted stock units vest in three approximately equal installments on each of the first three anniversaries of the grant date. Vested restricted stock units will be delivered to the reporting person five business days following the earlier to occur of (1) the fifth anniversary of the date of grant or (ii) the sixth month anniversary of the date the reporting person's employment with TreeHouse Foods, Inc. terminates.
 - (9)

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.