

Riordan Dennis F
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 *
Riordan Dennis F

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)
CFO, Sr VP

TWO WESTBROOK CORPORATE CENTER, SUITE 1070

06/27/2010

(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

WESTCHESTER, IL 60154

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 06/27/2010 | | F ⁽¹⁾ | 2,327 D \$ 46.41 | 24,046 ⁽²⁾ | D | |
| Common Stock | 06/28/2010 | | S ⁽³⁾ | 10,000 D \$ 46.76 | 14,046 | D | |
| Common Stock | 06/29/2010 | | M ⁽⁴⁾ | 2,017 A \$ 0 | 16,063 | D | |
| Common Stock | 06/29/2010 | | F ⁽¹⁾ | 595 D \$ 45.72 | 15,468 ⁽²⁾ | D | |

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

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

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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 Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | | |
| Non-Qualified Stock Options (right to buy) | \$ 46.47 | 06/28/2010 | | A | 13,650 | (5) | (5) | Common Stock | 13,650 |
| Restricted Stock Unit | (6) | 06/28/2010 | | A | 4,150 | (7) | (7) | Common Stock | 4,150 |
| Restricted Stock Unit | (6) | 06/28/2010 | | A | 22,430 | (7) | (7) | Common Stock | 22,430 |
| Restricted Stock Unit | (6) | 06/29/2010 | | M ⁽⁴⁾ | 2,017 | (7) | (7) | Common Stock | 2,017 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| Riordan Dennis F TWO WESTBROOK CORPORATE CENTER SUITE 1070 WESTCHESTER, IL 60154 | | | CFO, Sr VP | |

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)

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The total number of shares have been reduced by 12,000 to exclude a non-derivative performance based award that was included in the past and was not required to be reported.

- (3) These shares were sold pursuant to a previously established 10b5-1 plan primarily for the purpose of covering additional tax obligations.
- (4) Settlement of restricted stock units into shares of common stock.
- (5) The stock options will vest in three approximately equal installments on each of the first three anniversaries of the grant date.
- (6) Each restricted stock unit represents a contingent right to receive one share of common stock of TreeHouse Foods, Inc.
- (7) 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.

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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