

Kahler Erik Thomas
Form 4
June 29, 2010

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kahler Erik Thomas

(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
X Officer (give title below) ____ Other (specify
below)

Sr VP-Corporate Development

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/27/2010		F ⁽¹⁾		1,483	D	\$ 46.41
							11,631 ⁽²⁾
Common Stock	06/28/2010		S ⁽³⁾		3,550	D	\$ 46.76
							8,081
Common Stock	06/29/2010		M ⁽⁴⁾		1,200	A	\$ 0
							9,281
Common Stock	06/29/2010		F ⁽¹⁾		354	D	\$ 45.72
							8,927

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 Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 46.47	06/28/2010		A		8,400		(5)	(5)	Common Stock	8,400
Restricted Stock Unit	(6)	06/28/2010		A		2,560		(7)	(7)	Common Stock	2,560
Restricted Stock Unit	(6)	06/29/2010		M	(4)		1,200	(7)	(7)	Common Stock	1,200

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Kahler Erik Thomas
TWO WESTBROOK CORPORATE CENTER
SUITE 1070
WESTCHESTER, IL 60154

Sr VP-Corporate Development

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 10,000 to exclude a non-derivative performance based award that was included in the past and was not required to be reported.

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- (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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