TreeHouse Foods, Inc.
Form 4
June 29, 2012

FORM 4

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

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

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

OMB APPROVAL
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WALSH HARRY J
(Last) (First) (Middle)
2021 SPRING ROAD, SUITE 600
(Street)
OAK BROOK, IL 60523
(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/27/2012

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 of Operations

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	06/27/2012		M (1)		1,140	A	$ 0	159,437	D	
Common Stock	06/27/2012		F (2)		359	D	$ 61.41	159,078	D	
Common Stock	06/27/2012		S (3)		455	D	$ 60.92	158,623	D	
Common Stock	06/28/2012		M (1)		1,383	A	$ 0	160,006	D	
Common Stock	06/28/2012		F (2)		435	D	$ 61.88	159,571	D	

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

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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 Amour Underlying Securit (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Restricted Stock Unit	(4)	06/27/2012		M(1)			1,140	(5)	(5)	Common Stock	1,1
Restricted Stock Unit	(4)	06/27/2012		A		3,920		(5)	(5)	Common Stock	3,9
Non-qualified Stock Option (right to buy)	$ 61.41	06/27/2012		A		15,580		(6)	(6)	Common Stock	15,5
Restricted Stock Unit	(4)	06/28/2012		M(1)			1,383	(5)	(5)	Common Stock	1,3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALSH HARRY J 2021 SPRING ROAD SUITE 600 OAK BROOK, IL 60523			Sr VP of Operations	

Signatures

/s/Thomas E. O'Neill, as attorney-in-fact	06/29/2012
**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) Settlement of restricted stock units into shares of common stock.

(2) Shares withheld to satisfy minimum tax withholding requirements upon vesting of restricted stock units.

(3) These shares were sold for the purpose of covering additional tax obligations.

(4) Each restricted stock unit represents a contingent right to receive one share of common stock of TreeHouse Foods, Inc.

(5) 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.

(6) The stock options will vest 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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