

TreeHouse Foods, Inc.  
Form 4  
December 05, 2014

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
VERMYLEN DAVID B

(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)  
12/04/2014

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)

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 Indirect Beneficial Ownership (Instr. 4) |        |   |                         |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|-------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |        |   |                         |
| Common Stock                    | 12/04/2014                           |  | M <sup>(1)</sup>               |   | 50,000  | A  | \$ 29.65  | 80,590 | D |                         |
| Common Stock                    | 12/04/2014                           |  | S                              |   | 18,875  | D  | \$ 82.7657 <sup>(2)</sup>                             | 61,715 | D |                         |
| Common Stock                    | 12/04/2014                           |  | S                              |   | 31,125  | D  | \$ 82.3608 <sup>(3)</sup>                             | 30,590 | D |                         |
| Common Stock                    |                                      |  |                                |   |   |  |   | 60,671 | I | In Trust <sup>(4)</sup> |
| Common Stock                    |                                      |  |                                |   |   |  |   | 53,000 | I | In Trust                |

Stock

(5)

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 of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-qualified Options (right to buy)       | \$ 29.65   | 12/04/2014                           |  | M <sup>(1)</sup>               | 50,000  | <sup>(1)</sup> 06/28/2015                                | Common Stock  | 50,000                     |

## Reporting Owners

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

## Signatures

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

12/05/2014

\_\_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) 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.
- (2) The price reported in Column 4 is an average weighted price. These shares were sold in multiple transactions at prices ranging from \$82.56 to \$83.55, 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

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number of shares sold at each separate price within the ranges set forth in this footnote.

- (3) The price reported in Column 4 is an average weighted price. These shares were sold in multiple transactions at prices ranging from \$82.05 to \$82.55, 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.
- (4) Held by David B. Vermylen Trust.
- (5) 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.

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