

Gambrel Alan Thompson
 Form 4
 June 29, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Gambrel Alan Thompson

(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)

Sr VP-Human Resources

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 or Price | | |
| Common Stock | 06/27/2010 | | F ⁽¹⁾ | | 1,473 D \$ 46.41 | 11,027 ⁽²⁾ | D |
| Common Stock | 06/28/2010 | | S ⁽³⁾ | | 3,527 D \$ 46.76 | 7,500 | D |
| Common Stock | 06/28/2010 | | M ⁽⁴⁾ | | 4,533 A \$ 24.06 | 12,033 | D |
| Common Stock | 06/28/2010 | | S ⁽³⁾ | | 4,533 D \$ 46.76 | 7,500 | D |
| Common Stock | 06/29/2010 | | M ⁽⁵⁾ | | 1,200 A \$ 0 | 8,700 | D |

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Common Stock 06/29/2010 F⁽¹⁾ 354 D \$ 45.72 8,346 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 Amount of 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 | 11,350 | (6) (6) | Common Stock 11,350 |
| Restricted Stock Unit | (7) | 06/28/2010 | | A | 3,460 | (8) (8) | Common Stock 3,460 |
| Non-Qualified Stock Option (right to buy) | \$ 24.06 | 06/28/2010 | | M ⁽⁴⁾ | 4,533 | (6) (6) | Common Stock 4,533 |
| Restricted Stock Unit | (7) | 06/29/2010 | | M ⁽⁵⁾ | 1,200 | (8) (8) | Common Stock 1,200 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gambrel Alan Thompson TWO WESTBROOK CORPORATE CENTER SUITE 1070 WESTCHESTER, IL 60154 | | | Sr VP-Human Resources | |

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.
- (3) These shares were sold pursuant to a previously established 10b5-1 plan primarily for the purpose of covering additional tax obligations.
- (4) Exercise of stock options.
- (5) Settlement of restricted stock units into shares of common stock.
- (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.

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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