

TreeHouse Foods, Inc.  
Form 5  
January 03, 2011

**FORM 5**

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**REED SAM K**  
  
(Last) (First) (Middle)  
  
**2021 SPRING ROAD, SUITE 600**  
  
(Street)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2010**

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)  
**CEO, Chairman of the Board**

6. Individual or Joint/Group Reporting

(check applicable line)

**OAKBROOK, IL 60523**

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

| 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock                    | 05/27/2010                           | ^  | G <sup>(1)</sup>               | 110,914 D \$0   | 68,500   | D  | ^   |
| Common Stock                    | ^                                    | ^  | ^                              | ^ ^ ^   | 110,914  | I  | Held by Spouse's GRAT <sup>(1)</sup>                  |
| Common Stock                    | ^                                    | ^  | ^                              | ^ ^ ^   | 110,914  | I  | Held by Insider's GRAT <sup>(2)</sup>                 |
|                                 | ^                                    | ^  | ^                              | ^ ^ ^   | 274,165  | I  | In Trust <sup>(3)</sup>                               |

Common  
Stock

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.**

SEC 2270  
(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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable (A) Expiration Date (D)                 | Title   | Amount or Number of Shares                 |                           |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships                       |                          |                          |                            |
|---|-------------------------------------|--------------------------|--------------------------|----------------------------|
|   | Director                            | 10% Owner                | Officer                  | Other                      |
| REED SAM K<br>2021 SPRING ROAD<br>SUITE 600<br>OAKBROOK, IL 60523 | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | CEO, Chairman of the Board |

## Signatures

/s/ Thomas E. O'Neill, as attorney-in-fact 01/03/2011

\*\*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) Transfer for no consideration to grantor retained annuity trust established by spouse.
- (2) Shares previously reported as held in the tenants in common account were used to establish insider's grantor retained annuity trust.
- (3) Held by Sam K. Reed 2008 Trust & Victoria P. Reed 2008, Tenants in Common. Shares previously reported as directly held were transferred into the tenants in common account since the last report.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.