Edgar Filing: TreeHouse Foods, Inc. - Form 4

TreeHouse Foods, Inc. Form 4 September 26, 2006 FORM 4

if no longer

subject to

Section 16.

Form 4 or

Form 5

1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

| 1. Name and Address of Reporting Person <u>*</u> VERMYLEN DAVID B | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|--|-----------|----------|---|--|--|--|--|
| | | | TreeHouse Foods, Inc. [THS] | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | | |
| | | | (Month/Day/Year) | Director 10% Owner | | | |
| TWO WESTBROOK CORPORATE | | | 09/22/2006 | XOfficer (give titleOther (specify | | | |
| CENTER, SU | JITE 1070 | | | below) below) President, COO | | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| | | | Filed(Month/Day/Year) | Applicable Line) | | | |
| | | | | _X_ Form filed by One Reporting Person | | | |
| WESTCHESTER, IL 60154 | | | | Form filed by More than One Reporting Person | | | |

| (City) | (State) | (Zip) 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. Transactio Code (Instr. 8) | ities Acquired Disposed of (D) , 4 and 5) | | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | | |
| Common Stock | 06/22/2006 | | Р | 800 | A | \$ 22.35 | 139,608 | D | | |
| Common Stock | 06/22/2006 | | Р | 200 | A | \$ 22.37 | 139,808 | D | | |
| Common Stock | 06/26/2006 | | Р | 300 | A | \$ 23.76 | 140,108 | D | | |
| Common Stock | 06/26/2006 | | Р | 300 | A | \$ 23.78 | 140,408 | D | | |
| Common Stock | 06/26/2006 | | Р | 400 | А | \$ 23.8 | 140,808 | D | | |

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

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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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Title | e and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|-------------|--------------|-------------|----------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | onNumber | Expiration D | ate | Amou | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secu |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ties | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | - | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | or | | |
| | | | | | Exercisable | Date | | Number | | | |
| | | | | | (1) (2) | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|----------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| VERMYLEN DAVID B TWO WESTBROOK CORPORATE CENTER SUITE 1070 WESTCHESTER, IL 60154 | | | President, COO | | | | |
| Signatures | | | | | | | |
| /s/ Thomas E. ONeill, as attorney-in-fact 09/ | 26/2006 | | | | | | |
| <u>**</u> 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).

Note: File three copies of this Form, one of which must be manually signed. If space 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.