

ENGLES GREGG L

Form 4

June 30, 2005

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ENGLES GREGG L

(Last) (First) (Middle)

2515 MCKINNEY AVE, SUITE
1200

(Street)

DALLAS, TX 75201

(City)

(State)

(Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/28/2005

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)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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

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information contained in this form are not
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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Am Underlying Sec (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Ar Nu Sh
			Code	V	(A)	(D)				
Non-Qualified Stock Option (right to buy)	\$ 7.1627	06/28/2005	A		54,000		06/28/2005	05/13/2007	common stock	5
Non-Qualified Stock Option (right to buy)	\$ 14.3254	06/28/2005	A		72,000		06/28/2005	01/02/2008	common stock	7
Non-Qualified Stock Option (right to buy)	\$ 8.6626	06/28/2005	A		5,040		06/28/2005	01/29/2009	common stock	5
Non-Qualified Stock Option (right to buy)	\$ 8.6626	06/28/2005	A		48,960		06/28/2005	01/29/2009	common stock	4
Non-Qualified Stock Option (right to buy)	\$ 8.3871	06/28/2005	A		34,200		06/28/2005	06/04/2009	common stock	3
Non-Qualified Stock Option (right to buy)	\$ 9.1677	06/28/2005	A		99,000		06/28/2005	01/04/2010	common stock	9
Non-Qualified Stock Option (right to buy)	\$ 10.5604	06/28/2005	A		2,795		06/28/2005	01/22/2011	common stock	2
Non-Qualified Stock Option (right to buy)	\$ 10.5604	06/28/2005	A		117,205		06/28/2005	01/22/2011	common stock	1
Non-Qualified Stock Option (right to buy)	\$ 14.9499	06/28/2005	A		983		06/28/2005	01/14/2012	common stock	
Non-Qualified Stock Option (right to buy)	\$ 14.9499	06/28/2005	A		90,000		06/28/2005	01/14/2012	common stock	9
Non-Qualified Stock Option (right to buy)	\$ 14.9499	06/28/2005	A		119,017		06/28/2005	01/14/2012	common stock	1
Non-Qualified Stock Option (right to buy)	\$ 18.2141	06/28/2005	A		81,200		06/28/2005	01/06/2013	common stock	8
Non-Qualified Stock Option	\$ 22.8987	06/28/2005	A		214		06/28/2005	01/13/2014	common stock	

(right to buy)

Non-Qualified

Stock Option \$ 22.8987 06/28/2005

A

21,386

06/28/2005 01/13/2014

common
stock

(right to buy)

Non-Qualified

Stock Option \$ 29.65 06/28/2005

A

6,799

(1)

06/28/2015

common
stock

(right to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ENGLES GREGG L 2515 MCKINNEY AVE SUITE 1200 DALLAS, TX 75201		X		

Signatures

/s/ Thomas E O'Neill, pursuant to Power of
Attorney

06/30/2005

**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 will vest in three approximately equal installments on each of the first three anniversaries of the grant date.

Remarks:

List of Exhibits:

Exhibit No. 24 Power of Attorney

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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