Callahan Andrew P Form 4 August 14, 2012

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

(Print or Type Responses)

(Last)

(City)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person * Callahan Andrew P

(Middle)

(Zip)

Execution Date, if

(Month/Day/Year)

COMPANY, 3500 LACEY ROAD

DOWNERS GROVE, IL 60515

2. Transaction Date 2A. Deemed

2. Issuer Name and Ticker or Trading Symbol

Hillshire Brands Co [HSH]

3. Date of Earliest Transaction (Month/Day/Year) 08/10/2012

3.

4. If Amendment, Date Original

Filed(Month/Day/Year)

4. Securities

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

Code V Amount (D) Price

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.

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

(Month/Day/Year) Execution Date, if

any

4. 5. Number of TransactionDerivative

6. Date Exercisable and

7. Title and Amount of Underlying Securities

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

(First)

C/O THE HILLSHIRE BRANDS

(State)

(Month/Day/Year)

(Street)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below) below)

EVP and President, Retail

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

(T)

(Instr. 4)

6. Ownership

Form: Direct

(D) or Indirect Beneficial

Person

5. Amount of

Securities

Beneficially

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Owned Following

Reported Transaction(s) (Instr. 3 and 4)

> SEC 1474 (9-02)

7. Nature of

Ownership

(Instr. 4)

Indirect

Security

or Exercise

3. Transaction Date 3A. Deemed

Code Securities Expiration Date (Month/Day/Year)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar
employee stock option (right to	\$ 25.32	08/10/2012		A		42,586		08/31/2014(1)	08/10/2022	common stock	42,58

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Callahan Andrew P C/O THE HILLSHIRE BRANDS COMPANY 3500 LACEY ROAD DOWNERS GROVE, IL 60515

EVP and President, Retail

Signatures

buy)

/s/ Helen N. Kaminski, for Andrew P. Callahan pursuant to power of attorney previously filed.

08/14/2012

**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).
- Stock option vests in full on August 31, 2014, subject to the reporting person's continued employment with Hillshire Brands through that date

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.

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