

ENGLES GREGG L
Form 4
June 30, 2005

FORM 4

**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).

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 *
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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code	V		
					Price		

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

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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 Amount of Underlying Security (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	An Nu Sh
				Code	V				
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	2
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(right to buy)

Non-Qualified

Stock Option	\$ 29.65	06/28/2005	A	6,799	<u>(1)</u>	06/28/2015	common stock	0
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(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
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 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. 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.