TreeHouse Foods, Inc. Form 4 August 17, 2005

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if no longer

subject to

FORM 4

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

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OMB APPROVAL

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

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

08/16/2005

08/16/2005

stock

stock

common

(Last) (First) (Middle)						5. Relationship of Reporting Person(s) to Issuer (Charles II applicable)						
			3. Date of Earliest Transaction (Month/Day/Year) 08/15/2005					(Check all applicable) _X_ Director 10% Owner				
								Officer (give title Other (specify below)				
								6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Perporting				
DALLAS, TX 75201									Form filed by More than One Reporting Person			
	(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Secur	rities Acqu	ired, Disposed of,	or Beneficiall	y Owned	
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	ate, if Transactionor Disposed of (D) Code (Instr. 3, 4 and 5)		(D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
	common stock	08/15/2005			M	40,000	A	\$ 7.1627	320,188 (1)	D		
	common stock	08/15/2005			S	40,000	D	\$ 30.5	280,188	D		
	common stock	08/16/2005			M	14,000	A	\$ 7.1627	294,188	D		
	common	08/16/2005			М	26,000	Δ	\$	320 188	D		

M

S

26,000

13,100 D

320,188

307,088

8.6626

\$ 30.6

D

D

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common stock	08/16/2005	S	3,400	D	\$ 30.61 303,688	D
common stock	08/16/2005	S	3,500	D	\$ 30.62 300,188	D
common stock	08/16/2005	S	16,700	D	\$ 30.65 283,488	D
common stock	08/16/2005	S	1,800	D	\$ 30.66 281,688	D
common stock	08/16/2005	S	1,500	D	\$ 30.67 280,188	D

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 (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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Nun of S
Non-Qualified Stock Option (right to buy)	\$ 7.1627	08/15/2005		M	40,000	06/28/2005	05/13/2007	common stock	40,
Non-Qualified Stock Option (right to buy)	\$ 7.1627	08/16/2005		M	14,000	06/28/2005	05/13/2005	common stock	14,
Non-Qualified Stock Option (right to buy)	\$ 8.6626	08/16/2005		M	26,000	06/28/2005	01/29/2009	common stock	26,

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

Reporting Owners 2

ENGLES GREGG L 2515 MCKINNEY AVE SUITE 1200 DALLAS, TX 75201

X

Signatures

/s/ Thomas E. O'Neill, pursuant to power of attorney

08/17/2005

**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 reporting person received 280,188 shares of common stock of TreeHouse Foods, Inc. in connection with a pro-rata distribution of the issuer's shares by Dean Foods Company to the shareholders of Dean Foods Company.

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.

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