Edgar Filing: George Jeffrey W - Form 4

George Jeffrey W Form 4												
August 14, 2012												
FORM 4										S APPI	ROVAL	_
	UNITED	STATES		RITIES A shington			NGE	COMMISSIO	N OMB Number	:	3235-0)287
Check this box if no longer									Expires:	J	anuary	/ 31, 2005
subject to Section 16. Form 4 or Form 5		F CHANGES IN BENEFICIAL OWNERSHIP O SECURITIES						Estimate burden l respons	Estimated average burden hours per		0.5	
obligations may continue. <i>See</i> Instruction 1(b).	*	a) of the H	Public U		ding C	ompany	y Act	nge Act of 1934, of 1935 or Secti 940				
(Print or Type Respon	ises)											
1. Name and Address of Reporting Person <u>*</u> George Jeffrey W			2. Issuer Name and Ticker or Trading Symbol Hillshire Brands Co [HSH]			ng	5. Relationship of Reporting Person(s) to Issuer					
					-	-		(Ch	eck all applic	able)		
(Last) (First) (Middle) C/O THE HILLSHIRE BRANDS COMPANY, 3500 LACEY ROAD			3. Date of Earliest Transaction (Month/Day/Year) 08/10/2012				Director 10% Owner N Officer (give title Other (specify below) below) SVP, Research & Development					
(Street) DOWNERS GROVE, IL 60515			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 						
		(Zip)	Tab	le I - Non-l	Dorivati	vo Socur	itios A	cquired, Disposed	of or Bonofi	cially (Owned	
1.Title of 2. Tra	negation Data	24 Deemo		3.	4. Secu		nics A	5. Amount of		-	Nature	
	nsaction Date h/Day/Year)	Execution any (Month/Da	Date, if	5. Transactio Code (Instr. 8)	nAcquir Dispos)	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direc (D) or Indire (I) (Instr. 4)	t Ind ct Be Ow	lirect	l
				Code V	Amou	nt (D)	Price	(Instr. 3 and 4)				
Reminder: Report on	a separate line	for each cla	ass of secu	urities bene	-		-	-				
					info req dis	ormatior uired to	n cont respo	pond to the colle ained in this form ond unless the fo ntly valid OMB co	n are not orm		1474 9-02)	

 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. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	of Underlying
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	Securities

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of			(Instr. 3 and	4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar
employee stock option (right to buy)	\$ 25.32	08/10/2012		A		14,196		08/31/2014 <u>(1)</u>	08/10/2022	common stock	14,19

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
George Jeffrey W C/O THE HILLSHIRE BRANDS COMPANY 3500 LACEY ROAD DOWNERS GROVE, IL 60515			SVP, Research & Development				
Signaturos							

Signatures

/s/ Helen N. Kaminski, for Jeffrey W. George 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).
- (1) 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.