Pinnacle Foods Inc. Form 4

June 12, 2015

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)

1. Name and Address of Reporting Person * DEROMEDI ROGER K

(First) (Last)

(Middle)

C/O PINNACLE FOODS INC., 399

JEFFERSON ROAD

(Street)

06/11/2015

PARSIPPANY, NJ 07054-3707

2. Issuer Name and Ticker or Trading

Symbol

Pinnacle Foods Inc. [PF]

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

06/11/2015

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

burden hours per

OMB

Number:

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0.5

OMB APPROVAL

3235-0287

January 31,

2005

5. Relationship of Reporting Person(s) to

Issuer

(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 Reporting

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

Code (Instr. 8)

A

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s)

456,661 (2)

Form: Direct (D) or Indirect (I) (Instr. 4)

D

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) or Code V Amount (D)

Α

4,619

(1)

(Instr. 3 and 4) Price

(1)

Restricted Stock **Options**

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)

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| | 2. | 3. Transaction Date | | 4. | 5. | 6. Date Exerc | | 7. Titl | | 8. Price of | 9. Nu |
|--------------------------------------|-----------------------------------------------------------------|---------------------|-----------------------------------------|--------------------------------|------------------------------------------------------------------------------------------------------------------|---------------------|--------------------|------------------------------------|----------------------------------------|--------------------------------------|-------------------------------------------------------------------|
| Derivative Security (Instr. 3) | Conversion or Exercise Price of Derivative Security | (Month/Day/Year) | Execution Date, if any (Month/Day/Year) | Transact Code (Instr. 8) | orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | : | | Amou Under Securi (Instr. | lying | Derivative Security (Instr. 5) | Deriv Secur Bene Own Follo Repo Trans (Instr |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| DEROMEDI ROGER K C/O PINNACLE FOODS INC. 399 JEFFERSON ROAD PARSIPPANY, NJ 07054-3707 | X | | | | | | |

Signatures

/s/ Uche Ndumele, by power of attorney 06/12/2015

**Signature of Reporting Person

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).

Date

- (1) Represents restricted stock units granted pursuant to the Pinnacle Foods Inc. (the "Company") 2013 Omnibus Incentive Plan. The restricted stock units vest on the earlier of (i) June 10, 2016, or (ii) the day before the Company's 2016 annual meeting of stockholders.
- (2) Includes 3,811 shares of Company common stock received in connection with the Company's 2014 annual meeting of stockholders.

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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