

Pinnacle Foods Inc.
 Form 4
 April 03, 2015

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 *
 Maggs Michael Kelley

(Last) (First) (Middle)

C/O PINNACLE FOODS INC., 399
 JEFFERSON ROAD

(Street)

PARSIPPANY, NJ 07054-3707

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Pinnacle Foods Inc. [PF]

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/01/2015

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)
 EVP, Secretary, GC

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) 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 Securities (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)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 41.05	04/01/2015	A	17,783 (1)					(2)	04/01/2025	Common Stock, par value \$0.01	17,783
Performance Rights	(3)	04/01/2014	A	7,261 (3)					(4)	(4)	Common Stock, par value \$0.01	7,261
Performance Rights	(3)	04/01/2015	A	5,334 (3)					(5)	(5)	Common Stock, par value \$0.01	5,334

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maggs Michael Kelley C/O PINNACLE FOODS INC. 399 JEFFERSON ROAD PARSIPPANY, NJ 07054-3707			EVP, Secretary, GC	

Signatures

/s/ Uche Ndumele, by power of attorney
04/03/2015

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) Represents stock options granted pursuant to the Pinnacle Foods Inc. (the "Company") 2013 Omnibus Incentive Plan (the "Plan").
- (2) The shares subject to the stock option vest and become exercisable after a three-year period. The stock options will vest on April 1, 2018, subject to the reporting person's continuous employment through April 1, 2018 and subject to certain conditions as detailed in the Plan.
- (3) Represents performance rights granted pursuant to the Plan.
- (4) Each performance right represents a contingent right to receive one share of the Company's common stock. The vesting of the performance rights is based on the relative Total Shareholder Return ("TSR") of the Company as compared to the TSR of each of the companies in the Company's peer group over the period beginning April 1, 2014 and ending March 31, 2017. The performance rights will vest on April 1, 2017, subject to the reporting person's continuous employment through April 1, 2017 and subject to certain conditions as detailed in the Plan. Performance rights granted represents the target shares and actual performance rights earned could be anywhere from

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0 to 200% of the number of performance rights granted. The performance rights expire upon payout, if any, of the award.

- (5) Each performance right represents a contingent right to receive one share of the Company's common stock. The vesting of the performance rights is based on the TSR of the Company as compared to the TSR of each of the companies in the Company's peer group over the period beginning April 1, 2015 and ending March 31, 2018. The performance rights will vest on April 1, 2018, subject to the reporting person's continuous employment through April 1, 2018 and subject to certain conditions as detailed in the Plan. Performance rights granted represents the target shares and actual performance rights earned could be anywhere from 0 to 200% of the number of performance rights granted. The performance rights expire upon payout, if any, of the award.

Remarks:

Exhibit List: Exhibit 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.

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