

Hayes Thomas P
Form 3
July 09, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
 Hayes Thomas P
 (Last) (First) (Middle)
 2. Date of Event Requiring Statement
 (Month/Day/Year)
 06/29/2012
 3. Issuer Name and Ticker or Trading Symbol
 Hillshire Brands Co [HSH]
 4. Relationship of Reporting Person(s) to Issuer
 5. If Amendment, Date Original Filed(Month/Day/Year)

C/O THE HILLSHIRE BRANDS COMPANY, 3500 LACEY ROAD
 (Street)

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 EVP, Chief Supply Chain Off

DOWNERS GROVE, IL 60515
 (City) (State) (Zip)

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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	23,630	D	

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	Â (1)	12/28/2012	Common Stock	58,000	\$ 15.15	D	Â
Employee Stock Option (right to buy)	Â (1)	12/28/2012	Common Stock	33,189	\$ 22.65	D	Â
Employee Stock Option (right to buy)	08/31/2014(2)	08/31/2024	Common Stock	19,771	\$ 28.65	D	Â
Phantom Stock	Â (3)	Â (4)	Common Stock	17,364	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hayes Thomas P C/O THE HILLSHIRE BRANDS COMPANY 3500 LACEY ROAD DOWNERS GROVE, IL 60515	Â	Â	Â EVP, Chief Supply Chain Off	Â

Signatures

/s/ Helen N. Kaminski for Thomas P. Hayes pursuant to power of attorney filed herewith.

07/09/2012

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Option is vested and immediately exercisable as of the date of this filing and will expire on December 28, 2012.
- (2) Option vests on August 31, 2014, subject to continued employment with the company through that date, and expires on August 31, 2024.
- (3) The phantom stock units will convert into shares of Hillshire Brands common stock on a one-for-one basis.
- (4) The reporting person has deferred the receipt of shares of common stock that would have been issued upon the vesting of restricted stock units and performance stock units. He will receive shares of Hillshire Brands common stock, on a one-for-one basis, at a future date(s) specified by him pursuant to the deferred compensation plan.

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Remarks:

On June 28, 2012, The Hillshire Brands Company (formerly named Sara Lee Corporation) completed

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.