

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2013-01-11** | Period of Report: **2013-01-02**
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(HTML Version on secdatabase.com)

REPORTING OWNER

Davison Brian C

CIK: **1566346**

Type: **3** | Act: **34** | File No.: **001-03344** | Film No.: **13524248**

Mailing Address

C/O THE HILLSHIRE

BRANDS COMPANY

400 S. JEFFERSON STREET

CHICAGO IL 60607

ISSUER

Hillshire Brands Co

CIK: **23666** | IRS No.: **362089049** | State of Incorporation: **MD** | Fiscal Year End: **0630**

SIC: **2000** Food and kindred products

Mailing Address

3500 LACEY ROAD

DOWNERS GROVE IL 60515

Business Address

3500 LACEY ROAD

DOWNERS GROVE IL 60515

6305986000

FORM 3

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

OMB APPROVAL	
OMB Number:	3235-0104
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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

1. Name and Address of Reporting Person <u>Davison Brian C</u> (Last) (First) (Middle) C/O THE HILLSHIRE BRANDS COMPANY, 400 S. JEFFERSON STREET (Street) CHICAGO, IL 60607 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/02/2013	3. Issuer Name and Ticker or Trading Symbol <u>Hillshire Brands Co [HSH]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___ 10% Owner <u>X</u> Officer (give title below) ___ Other (specify below) <u>SVP, Corp. Strategy & Devlpmnt</u>	5. If Amendment, Date Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check applicable line) <u>X</u> 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)
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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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Remarks:

No securities to report at this time.

Signatures

/s/ Kent B. Magill for Brian C. Davison pursuant to power of attorney.
 ** Signature of Reporting Person

01/11/2013
 Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

LIMITED POWER OF ATTORNEY

The undersigned, Brian C. Davison, constitutes and appoints Kent B. Magill, as the undersigned's true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for the undersigned and in the undersigned's name, place and stead, to take the following actions with respect to the undersigned's ownership of securities of The Hillshire Brands Company, a Maryland corporation (the "Company"):

(i) prepare, execute, deliver and file with the U. S. Securities and Exchange Commission (the "SEC"), any national securities exchange and the Company: (a) statements of beneficial ownership on Forms 3, 4, and 5 that are required or permitted to be filed pursuant to Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and rules promulgated thereunder; (b) any Form 144 Notice of Proposed Sale of Securities (including any amendments thereto) required to be filed under the Securities Act of 1933, as amended (the "Securities Act"), and Rule 144 promulgated thereunder; and (c) any and all other documents, including without limitation a Form ID, necessary or desirable to facilitate the filing by the undersigned of a Form 144 and forms under Section 16 of the Exchange Act;

(ii) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers and employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to said attorney-in-fact and agent, and approves and ratifies any such release of information; and

(iii) perform any and all other acts which, in the discretion of said attorney-in-fact and agent, are necessary or desirable for and on behalf of the undersigned in connection with the foregoing, granting unto said attorney-in-fact and agent full power and authority to do and perform each act requisite and necessary to be done under Section 16 of the Exchange Act and Rule 144 promulgated under the Securities Act, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof.

A copy of this power of attorney shall be filed with the SEC and with any applicable stock exchange. The authorization set forth above shall continue in full force and effect until the undersigned revokes such authorization by written instructions to the attorney-in-fact and agent. The undersigned acknowledges that the foregoing attorney-in-fact and agent, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act or Rule 144 promulgated under the Securities Act.

Dated: January 4, 2013

Brian C. Davison

STATE OF ILLINOIS

COUNTY OF COOK

On this 4th day of January, 2013, Brian C. Davison personally appeared before me, and acknowledged that he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Mary D. Stoxstell
Notary Public
My Commission Expires: July 12, 2014