Edgar Filing: Graham Packaging Co Inc. - Form 4

Form 4	kaging Co Inc.							
February 11, FORN	1 /	UNITED STATES SECURITIES AND EXCHANGE COMMISSION						
Check thi if no long subject to Section 1 Form 4 o Form 5 obligation may cont <i>See</i> Instru 1(b).	6. Filed pur inue.	Washington, D.C. 20549 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 F	Responses)							
1. Name and Address of Reporting Person <u>*</u> BURGESS MARK S			. Issuer Name and Ticker or Trading mbol raham Packaging Co Inc. [GRM]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) 2401 PLEA	(First) (. SANT VALLEY	(Mo	Date of Earliest Transaction onth/Day/Year) /10/2010	_X_ Director _X_ Officer (give t below)	title 10% Owner title Other (specify below) and Director			
YORK, PA	(Street)		lf Amendment, Date Original ed(Month/Day/Year)	Applicable Line) _X_ Form filed by O	nt/Group Filing(Check ne Reporting Person ore than One Reporting			
	(State)	(Zin)		Person				
	(State) 2. Transaction Date (Month/Day/Year)	Execution Date any	e, if TransactionAcquired (A) or Code Disposed of (D) Year) (Instr. 8) (Instr. 3, 4 and 5) (A)	5. Amount of 6. Securities For Beneficially (D Owned (I)	or Beneficially OwnedOwnership7. Nature oform: DirectIndirectO) or IndirectBeneficialO)Ownershipnstr. 4)(Instr. 4)			
Reminder: Rep	ort on a separate line	e for each class o	information conta required to respo	indirectly. oond to the collecti ined in this form a nd unless the form tly valid OMB cont	re not (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 of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Options to purchase common stock (right to buy)	\$ 10	02/10/2010		A		347,136		<u>(1)</u>	02/09/2020	Common stock, par value \$0.01 per share	347,136

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
BURGESS MARK S 2401 PLEASANT VALLEY ROAD YORK, PA 17402	Х		CEO and Director					
Signatures								
/s/ Michael L. Korniczky, as designate signatory	ed	02/1	1/2010					
**Signature of Reporting Person		I	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) The stock options vest in four equal annual installments beginning on the first anniversary of the grant 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.