

WEST RICHARD B

Form 4

May 10, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
WEST RICHARD B

(Last) (First) (Middle)

**C/O PACKING CORP OF
AMERICA, 1900 WEST FIELD
COURT**

(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**PACKAGING CORP OF
AMERICA [PKG]**3. Date of Earliest Transaction
(Month/Day/Year)
05/08/20064. 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)
Sr. VP and CFO6. 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	05/08/2006		S		300	D \$ 22.55	102,220	D	
Common Stock	05/08/2006		S		1,300	D \$ 22.56	100,920	D	
Common Stock	05/08/2006		S		1,800	D \$ 22.57	99,120	D	
Common Stock	05/08/2006		S		3,400	D \$ 22.58	95,720	D	
	05/08/2006		S		1,800	D	93,920	D	

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Common Stock					\$ 22.59			
Common Stock	05/08/2006	S	2,500	D	\$ 22.6	91,420	D	
Common Stock	05/08/2006	S	6,400	D	\$ 22.61	85,020	D	
Common Stock	05/08/2006	S	2,300	D	\$ 22.62	82,720	D	
Common Stock	05/08/2006	S	2,500	D	\$ 22.63	80,220	D	
Common Stock	05/08/2006	S	1,800	D	\$ 22.64	78,420	D	
Common Stock	05/08/2006	S	900	D	\$ 22.65	77,520	D	
Common Stock	05/09/2006	S	1,700	D	\$ 22.52	75,820	D	
Common Stock	05/09/2006	S	1,800	D	\$ 22.53	74,020	D	
Common Stock	05/09/2006	S	2,500	D	\$ 22.54	71,520	D	
Common Stock	05/09/2006	S	5,200	D	\$ 22.55	66,320	D	
Common Stock	05/09/2006	S	2,700	D	\$ 22.56	63,620	D	
Common Stock	05/09/2006	S	3,000	D	\$ 22.57	60,620	D	
Common Stock	05/09/2006	S	3,300	D	\$ 22.58	57,320	D	
Common Stock	05/09/2006	S	3,000	D	\$ 22.59	54,320	D	
Common Stock	05/09/2006	S	400	D	\$ 22.6	53,920	D	
Common Stock	05/09/2006	S	400	D	\$ 22.63	53,520	D	
Common Stock	05/09/2006	S	600	D	\$ 22.64	52,920	D	
Common Stock	05/09/2006	S	400	D	\$ 22.65	52,520	D	
Common Stock						2,758	I ⁽¹⁾	By 401(k) plan

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

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(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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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
WEST RICHARD B C/O PACKING CORP OF AMERICA 1900 WEST FIELD COURT LAKE FOREST, IL 60045	Sr. VP and CFO

Signatures

/s/Richard B.
West 05/10/2006

__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) As of December 31, 2005, the reporting person held 2,758 shares of PKG common stock under the PKG 401(k) plan.

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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