

Cargile David W
 Form 4
 September 09, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Cargile David W

(Last) (First) (Middle)

2401 PLEASANT VALLEY ROAD

(Street)

YORK, PA 17402

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Graham Packaging Co Inc. [GRM]

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

09/08/2011

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 ___X___ Officer (give title below) ___ Other (specify below)

SVP, General Manager

6. Individual or Joint/Group Filing (Check Applicable Line)

___X___ 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)
				(A) or (D)	Amount or Price		
Common stock, par value \$0.01 per share	09/08/2011		D	(1)	21,112 \$ 25.5	D	D

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

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SEC 1474 (9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Options to purchase limited partnership units (right to buy)	\$ 9.72	09/08/2011		D	34,789	⁽²⁾ 03/06/2018	Limited partnership units ⁽³⁾ 34,789
Options to purchase limited partnership units (right to buy)	\$ 6.82	09/08/2011		D	37,058	⁽²⁾ 01/21/2018	Limited partnership units ⁽³⁾ 37,058
Options to purchase limited partnership units (right to buy)	\$ 7.83	09/08/2011		D	11,344	⁽²⁾ 03/30/2013	Limited partnership units ⁽³⁾ 11,344
Options to purchase common stock (right to buy)	\$ 10	09/08/2011		D	58,612	⁽⁴⁾ 02/09/2020	Common stock, par value \$0.01 per share 58,612

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cargile David W 2401 PLEASANT VALLEY ROAD YORK, PA 17402			SVP, General Manager	

Signatures

/s/ Michael Korniczky, as designated
signatory

09/09/2011

__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) The Form 3 filed by Mr. Cargile on February 10, 2010 should have listed 20,112 rather than 21,112 shares of common stock beneficially owned in Table I, Item 2. The Form 4 filed by Mr. Cargile on February 11, 2010 should have listed 21,112 rather than 1,000 shares of common stock beneficially owned following the reported transaction in Table I, Item 5.
- (2) To the extent not previously vested, fully vested pursuant to the Amended and Restated Agreement and Plan of Merger (the "Holdings Merger Agreement"), dated as of July 15, 2011, among Graham Packaging Company Inc., Graham Packaging Holdings Company, BCP/Graham Holdings L.L.C. (solely for the purposes of Section 3.07 thereof) and GPC Merger LLC.
- (3) The limited partnership units of Graham Packaging Holdings Company were, subject to certain restrictions in a Management Limited Partnership Unit Exchange Agreement, exchangeable on a one-for-one basis for shares of Graham Packaging Company Inc. common stock, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications.
- (4) To the extent not previously vested, fully vested pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of June 17, 2011, among Reynolds Group Holdings Limited, Bucephalas Acquisition Corp. and Graham Packaging Company Inc.

Remarks:

Options to purchase limited partnership units disposed of pursuant to the Holdings Merger Agreement. Common stock and opt

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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