

GRAPHIC PACKAGING CORP
Form 3
August 25, 2006

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â DOSS MICHAEL P</p> <p>(Last) (First) (Middle)</p> <p>814 LIVINGSTON COURT</p> <p>(Street)</p> <p>MARIETTA,Â GAÂ 30067</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/17/2006</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>GRAPHIC PACKAGING CORP [GPK]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP, Consumer Products</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	55,162	D	Â

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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

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				Shares		(I) (Instr. 5)	
Restricted Stock Units	Â (1)	03/17/2010	Common Stock	20,000	\$ 0		D Â
Restricted Stock Units	Â (1)	02/16/2011	Common Stock	35,593	\$ 0		D Â
Restricted Stock Units	Â (2)	05/17/2010	Common Stock	22,000	\$ 0		D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOSS MICHAEL P 814 LIVINGSTON COURT MARIETTA, GA 30067	Â	Â	Â SVP, Consumer Products	Â

Signatures

/s/Michael P. Doss by Laura Lynn Smith,
Attorney-in-Fact

08/25/2006

**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).

- Restricted stock units vest in three equal annual installments beginning on the first anniversary of the date of grant. Shares are payable on
- (1) the day following the fifth anniversary of the date of grant or upon the occurrence of death, disability, retirement or involuntary termination without cause.
 - (2) Restricted stock units will vest on the second anniversary of the date of grant. Shares are payable on the day following the fourth anniversary of the date of grant or upon the occurrence of death, disability, retirement or involuntary termination without cause.

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.