

GRAPHIC PACKAGING CORP
Form SC 13G/A
February 02, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 1)

| | | | | |
|------------------|--|--|--------------------------|------------|
| 1. | | Name of Reporting Person | The 1818 Fund II, L.P. | |
| | | S.S. or I.R.S. Identification No. of Above Person | | |
| 2. | | Check the Appropriate Box if a Member of a Group | (a) | 1 |
| | | | (b) | 0 |
| 3. | | S.E.C. Use Only | | |
| 4. | | Citizenship or Place of Organization | Delaware | |
| Number of Shares | | (5) | Sole Voting Power | 0 |
| Beneficially | | (6) | Shared Voting Power | 11,291,400 |
| Owned by Each | | (7) | Sole Dispositive Power | 0 |
| Reporting Person | | (8) | Shared Dispositive Power | 11,291,400 |
| 9. | | Aggregate Amount Beneficially Owned by Each Reporting Person | 11,291,400 | |
| 10. | | Check if the Aggregate Amount in Row (9) Excludes Certain Shares | | |
| 11. | | Percent of Class Represented by Amount in Row 9 | 5.7% | |
| 12. | | Type of Reporting Person | PN | |

| | | | | |
|------------------|--|---|-------------------------------|------------|
| 1. | | Name of Reporting Person | Brown Brothers Harriman & Co. | |
| | | S.S. or I.R.S. Identification No. of Above Person | | |
| 2. | | Check the Appropriate Box if a Member of a Group | (a) | 1 |
| | | | (b) | 0 |
| 3. | | S.E.C. Use Only | | |
| 4. | | Citizenship or Place of Organization | New York | |
| Number of Shares | | (5) | Sole Voting Power | 0 |
| Beneficially | | (6) | Shared Voting Power | 11,291,400 |
| Owned by Each | | (7) | Sole Dispositive Power | 0 |
| Reporting Person | | (8) | Shared Dispositive Power | 11,291,400 |

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9. Aggregate Amount Beneficially Owned by Each Reporting Person
11,291,400

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row 9 5.7%

12. Type of Reporting Person

PN

1. Name of Reporting Person T. Michael Long
(in the capacity described herein)
S.S. or I.R.S. Identification No. of Above Person

2. Check the Appropriate Box if a Member of a Group (a) 1
(b) 0

3. S.E.C. Use Only

4. Citizenship or Place of Organization United States

| | | | |
|--|-----|--------------------------|------------|
| Number of Shares Beneficially Owned by Each Reporting Person | (5) | Sole Voting Power | 0 |
| | (6) | Shared Voting Power | 11,291,400 |
| | (7) | Sole Dispositive Power | 0 |
| | (8) | Shared Dispositive Power | 11,291,400 |

9. Aggregate Amount Beneficially Owned by Each Reporting Person
11,291,400

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row 9 5.7%

12. Type of Reporting Person

IN

1. Name of Reporting Person Lawrence C. Tucker
(in the capacity described herein)
S.S. or I.R.S. Identification No. of Above Person

2. Check the Appropriate Box if a Member of a Group (a) 1
(b) 0

3. S.E.C. Use Only

4. Citizenship or Place of Organization United States

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| | | | |
|------------------|-----|--------------------------|------------|
| Number of Shares | (5) | Sole Voting Power | 0 |
| Beneficially | (6) | Shared Voting Power | 11,291,400 |
| Owned by Each | (7) | Sole Dispositive Power | 0 |
| Reporting Person | (8) | Shared Dispositive Power | 11,291,400 |

9. Aggregate Amount Beneficially Owned by Each Reporting Person
11,291,400

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares _____

11. Percent of Class Represented by Amount in Row 9 5.7%

12. Type of Reporting Person _____

IN

Item 1.

(a) Name of Issuer

Graphic Packaging Corporation

(b) Address of Issuer's Principal Executive Offices

814 Livingston Court, Marietta, Georgia 30067

Item 2.

(a) Names of Persons Filing

- (i) The 1818 Fund II, L.P. (?Fund?);
- (ii) Brown Brothers Harriman & Co. (?BBH&Co.? and general partner of the Fund);
- (iii) T. Michael Long (?Long?);
- (iv) Lawrence C. Tucker (?Tucker?).

(b) Address of Principal Business Office

140 Broadway
New York, New York 10005

(c) Citizenship

Fund - a Delaware limited partnership
BBH&Co. - a New York limited partnership
Long - United States
Tucker ? United States

(d) Title of Class of Securities

Common Stock, par value \$0.01 per share (the ?Common Stock? or ?Shares?)

(e) CUSIP Number

388688103

Item 3.

This statement is not filed pursuant to either Rule 13d-1(b) or 13d-2(b) or (c).

Item 4.

Ownership.

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(a)

Amount Beneficially Owned:

As of January 31, 2005, the Fund was the holder of 11,291,400 shares of Common Stock.

By virtue of BBH& Co.'s relationship with the Fund, BBH&Co. may be deemed to beneficially own, pursuant to Rule 13d-3 of the Act, 11,291,400 Shares. By virtue of the resolution adopted by BBH&Co. designating Long and Tucker, or either of them, as the sole and exclusive partners of BBH&Co. having voting power (including the power to vote or to direct the vote) and investment power (including the power to dispose or to direct the disposition) with respect to the Shares, each of Long and Tucker may be deemed to beneficially own, pursuant to Rule 13d-3 of the Act, 11,291,400 Shares.

(b)

Percent of Class:

For each of the Fund, BBH & Co., Long and Tucker, approximately 5.69%, based on the number of shares of Common Stock outstanding as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2004.

Number of shares as to which the persons filing have:

- (i) Sole power to vote or to direct the vote: None
- (ii) Shared power to vote or to direct the vote: 11,291,400 Shares
- (iii) Sole power to dispose or to direct the disposition: None
- (iv) Shared power to dispose or to direct the disposition: 11,291,400 Shares

Item 5.

Ownership of Five Percent or Less of a Class

Not applicable.

Item 6.

Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7.

Identification and Classification of Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable.

Item 8.

Identification and Classification of Members of the Group

See Item 4.

Item 9.

Notice of Dissolution of Group

Not applicable.

Item 10.

Certification

?By signing below I certify that, to the best of my knowledge and belief the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a

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participant in any transaction having that purpose or effect.?

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Dated as of January 31, 2005

THE 1818 FUND II, L.P.

By: Brown Brothers Harriman & Co.,
its General Partner

By: /s/ Lawrence C. Tucker

Name: Lawrence C. Tucker

Title: Partner

BROWN BROTHERS HARRIMAN & CO.

By: /s/ Lawrence C. Tucker

Name: Lawrence C. Tucker

Title: Partner

/s/ Lawrence C. Tucker

Lawrence C. Tucker

/s/ T. Michael Long

T. Michael Long