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BERRY PLASTICS CORP Form 8-K February 09, 2005

CFR 230.425)

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): FEBRUARY 8, 2005 (FEBRUARY 3, 2005)

033-75706 (Commission File Number)

BPC HOLDING CORPORATION (Exact name of registrant as specified in its charter)

DELAWARE 35-1814673 (State or other jurisdiction of (I.R.S. Employer incorporation or organization) Identification Number)

BERRY PLASTICS CORPORATION (Exact name of registrant as specified in its charter)

DELAWARE 35-1813706
(State or other jurisdiction of incorporation or organization) Identification Number)

101 OAKLEY STREET 47710
EVANSVILLE, INDIANA (Zip Code)
(Address of principal executive offices)

(812) 424-2904 (Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the

following provisions (see General Instruction A.2. below):

[] Written communications pursuant to Rule 425 under the Securities Act (17

[] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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- [] Pre-commencement communications pursuant to Rule 14d-2 (b) under the Exchange Act (17 CFR 240.14d-2 (b))
- [] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR240.13e-4(c))

Item 5.02. DEPARTURE OF DIRECTOR OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF PRINCIPAL OFFICERS.

On February 3, 2005 Berry Plastics Corporation (the "Registrant") received the resignation of Douglas Graham as a director, effective February 14, 2005. Mr. Graham has served as a member of the Registrant's board of directors since June 2004. Mr. Graham resigned to pursue other interests.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on behalf of the undersigned hereunto duly authorized.

Dated: February 8, 2005

BPC HOLDING CORPORATION
BERRY PLASTICS CORPORATION

By: /s/ James M. Kratochvil
James M. Kratochvil
Executive Vice President, Chief
Financial
Officer, Treasurer and Secretary of the
entities listed above