Edgar Filing: MacDougall Michael G. - Form 4

MacDougall	Michael G.												
Form 4													
May 25, 2012 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									PPROVAL				
Check thi if no long subject to Section 14 Form 4 or Form 5 obligatior may conti <i>See</i> Instru 1(b).	er STATE 6. Filed pu Is Section 17 Inue.	Washington, D.C. 20549 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								Number: 3235-028 Number: January 31 Expires: 2009 Estimated average burden hours per response 0.3			
MacDougall Michael G. Sy Gl					CK	Ticker or T AGING SPK]	`rading	7	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(M				Earliest ay/Year))12		nsaction			X_ Director 10% Owner Officer (give title Other (specify below) below)				
	(Street) 4. If Amen Filed(Mont					e Original			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
FORT WOR	TH, TX 76102								Form filed by M Person	fore than One Re	eporting		
(City)	(State)	(Zip)	Table	e I - Non	-De	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	lly Owned		
1.Title of Security (Instr. 3)		2. Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)			ctio 3) V	4. Securiti n(A) or Dis (D) (Instr. 3, 4 Amount	sposed	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock (1)	05/23/2012			А		17,274		\$0	160,786	D			

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

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 Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

Security (Instr. 3)	or Exercise Price of Derivative Security	(inonia Day real)	any (Month/Day/Y	Co		of			Secur	rlying	Security (Instr. 5)
				Со	de V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Repor	ting O	wners									
Report	ting Owner Name / Address	Relationships									
		Director 10	% Owner	Offi	cer Other	r					
C/O TPG 301 COM	all Michael GLOBAL, MERCE ST ORTH, TX	LLC , SUITE 3300	Х								

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4.

5.

6. Date Exercisable and

7. Title and

Amount of

8. Price of

Derivative

9. Nt

Deriv Secu: Bene Own Follo Repo Trans (Insti

Signatures

1. Title of 2.

/s/ John E. Viola, on behalf of Michael G. MacDougall (2)

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

3. Transaction Date 3A. Deemed

Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Michael G. MacDougall is a TPG Partner. TPG is affiliated with TPG Bluegrass IV-AIV 1, L.P., TPG Bluegrass IV-AIV 2, L.P., TPG Bluegrass V-AIV 1, L.P., TPG Bluegrass V-AIV 2, L.P., TPG FOF V-A, L.P. and TPG FOF V-B, L.P. (collectively, the "TPG Funds"), which, collectively, directly hold 132,158,875 shares of common stock (the "Common Stock") of Graphic Packaging Holding Company

(1) (the "Issuer"). Mr. MacDougall disclaims beneficial ownership of the shares of Common Stock that are or may be beneficially owned by the TPG Funds or any of their affiliates. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that Mr. MacDougall is, for the purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any equity securities of the Issuer directly held by the TPG Funds or any of their affiliates.

Remarks:

(2)

John E. Viola is signing on behalf of Mr. MacDougall pursuant to an authorization and designation letter dated July 1, 2010, w

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.

Date

05/25/2012