#### Edgar Filing: GRAPHIC PACKAGING HOLDING CO - Form 4

#### GRAPHIC PACKAGING HOLDING CO

Form 4

November 04, 2011

# FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

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**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response...

Estimated average

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BAYLY GEORGE V			2. Issuer Name and Ticker or Trading Symbol GRAPHIC PACKAGING HOLDING CO [GPK]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) 814 LIVING	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/03/2011	_X Director 10% Owner Officer (give title below) Other (specify below)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
MARIETTA, GA 30067				Form filed by More than One Reporting Person			

#### MARIETTA, GA 3006/

(City)	(State)	Zip) Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if Tran any Code		Fransaction(A) or Disposed of (D)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	11/03/2011	11/03/2011	S	43,991	D	\$ 4.4	347,954	D	
Common Stock	11/03/2011	11/03/2011	S	3,509	D	\$ 4.41	344,445	D	
Common Stock	11/03/2011	11/03/2011	S	400	D	\$ 4.42	344,045	D	
Common Stock	11/03/2011	11/03/2011	S	1,300	D	\$ 4.43	342,745	D	
Common Stock	11/03/2011	11/03/2011	S	100	D	\$ 4.44	342,645	D	

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Common Stock 11/03/2011 11/03/2011 S 700 D \$ 341,945 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.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative		•		Securities	3		(Instr. :	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(237042
					4, and 5)						
					¬, and 3)						
									Amount		
						Date	Evaluation		or		
						Exercisable Exercisable	Expiration Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BAYLY GEORGE V 814 LIVINGSTON COURT X MARIETTA, GA 30067

### **Signatures**

/s/ George V. Bayly By: Roseann Alexander Attorney-In-Fact

\*\*Signature of Reporting Person

## **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).

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.

11/04/2011

Date

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