Yost Joseph P Form 4 February 21, 2012

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

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

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

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Yost Joseph P

(Last)

2. Issuer Name and Ticker or Trading

Symbol

GRAPHIC PACKAGING

HOLDING CO [GPK]

(First)

(Middle) 3. Date of Earliest Transaction

(Month/Day/Year) 02/16/2012

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify below)

SVP, Supply Chain

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MARIETTA, GA 30067

814 LIVINGSTON COURT

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T) (Instr. 4) (Instr. 4)

(A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

1. Title of Derivative Security (Instr. 3)

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amo Underlying Secu (Instr. 3 and 4)

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| | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8) | (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | |
|--|------------------------------|------------|------------------|------------|---|-------------------------|--------------------|-----------------|----------------------|
| | | | | Code V | (A) | (D) Date Exercisable | Expiration Date | Title | Ar or Nu of |
| Service-Based Restricted Stock Units | \$ 0 | 02/16/2012 | 02/16/2012 | A | 35,116 | <u>(1)</u> | (2) | Common Stock | 3: |
| Performance-Based Restricted Stock Units | \$ 0 | 02/16/2012 | 02/16/2012 | A | 70,231 | <u>(1)</u> | (2) | Common Stock | 70 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |

Yost Joseph P 814 LIVINGSTON COURT MARIETTA, GA 30067

SVP, Supply Chain

Signatures

/s/ Joseph P. Yost By: Laura Lynn Smith Attorney-In-Fact

02/21/2012

**Signature of Reporting Person

Date

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).
- (1) Performance-Based Restricted Stock Units and Service-Based Restricted Stock Units vest and become payable on the third anniversary of the date of grant, except in cases of death, disability, retirement, involuntary termination or change in control.
- (2) Performance-Based Restricted Stock Units and Service-Based Restricted Stock Units terminate upon their payout.
- (3) This number represents payout at target. Actual payout may be adjusted up or down depending upon achievement of performance targets.

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.

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