## Edgar Filing: GRAPHIC PACKAGING CORP - Form 4

GRAPHIC Form 4 April 05, 20	PACKAGING CO	ORP	J							
FOR	ЛЛ								PPROVAL	
FORM 4 UNITED STATES S				SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					3235-0287	
Check th if no lon	ger			-	Expires:	January 31,				
subject t Section	MENT OF	CHAN	NGES IN SECUI	Estimated						
Form 4					response					
Form 5 obligations may continue. See Instruction 1(b). 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								on		
(Print or Type	Responses)									
1. Name and A BOTTA G	Person <sup>*</sup>	2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer				
			GRAPHIC PACKAGING CORP [GPK]				(Check all applicable)			
(Mo			3. Date of Earliest Transaction (Month/Day/Year) 04/03/2006				X_ Director 10% Owner Officer (give title Other (specify below) below)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)			
MARIETT		_X_Form filed by C Form filed by M Person								
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemo Execution any (Month/Da		Date, if	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(D) Price	(Instr. 3 and 4)			
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities bene	-	-	-			
Persons who respond to the collection information contained in this form are n required to respond unless the form displays a currently valid OMB control								i are not rm	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	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securi

number.

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed (D) (Instr. 3, 4 and 5)	of				(Instr.
			Code V	(A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	04/03/2006	А	4,888	(2)	(3)	Common Stock	4,888	\$

## **Reporting Owners**

Reporting Owner Name / Address		Relationsh			
1 8	Director	10% Owner	Officer	Other	
BOTTA G ANDREA 814 LIVINGSTON COURT MARIETTA, GA 30067	Х				
Signatures					
G. Andrea Botta By: Stephen A Attorney-in-Fact		04/05/2006			
<u>**</u> Signature of Report		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) Convertible into shares of the Issuer's common stock on a one-for-one basis.

(2) The phantom stock vests on the first anniversary of the date of grant.

(3) The phantom stock will be paid in shares of the Issuer's common stock upon termination of the reporting person's service as a director.

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.