Edgar Filing: GRAPHIC PACKAGING HOLDING CO - Form 4

| GRAPHIC Form 4 April 02, 20 | PACKAGING HO | OLDING | СО | | | | | | | | | |
|--|---|--------|--------------|--|--|--|---------------------|--|--|---|--|--|
| * | | | | | | | | | OMB APPROVAL | | | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | OMMISSION | OMB Number: | 3235-0287 | | | |
| Section 16. | | | | | | | | Expires: | January 31, 2005 | | | |
| | | | | NGES IN BENEFICIAL OWNER SECURITIES | | | | ERSHIP OF | Estimated average burden hours per | | | |
| Form 4 or Form 5 Eiled pursuant to Section 160 | | | | 1((-) - 64 | (\cdot) of the Constitution Γ_{-1} is a set of 1024 | | | | response | 0.5 | | |
| 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 | | | | | | | | | | | | |
| (Print or Type | Responses) | | | | | | | | | | | |
| | • | | | | | | | | | | | |
| SCHEIBLE DAVID W Symbol GRAP | | | ol | | | 5. Relationship of Reporting Person(s) to Issuer | | | | | | |
| | | | | APHIC PACKAGING DLDING CO [GPK] | | | | (Check all applicable) | | | | |
| | | | th/Day/Year) | | | _X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) President & CEO | | | | | | |
| | | | 4 If Am | mendment, Date Original | | | é | 6. Individual or Joint/Group Filing(Check | | | | |
| | | | | | | | Applicable Line) | | | | | |
| _X_Form filed by Form filed by Form filed by | | | | | | | | One Reporting Person More than One Reporting | | | | |
| (City) | (State) | (Zip) | Tak | la I Non | Dominativa (| Sooni | | ired, Disposed of, | or Popoficial | v Ownod | | |
| | 2 Transation Data | 24 D | | | | | - | | | - | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | Date, if | 3. Transactio Code (Instr. 8) | 4. Securitie oror Dispose (Instr. 3, 4 | d of (E and 5) (A) |)) | 5. Amount of 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 | or (D) | Price \$ | (Instr. 3 and 4) | | | | |
| Common Stock | 04/01/2013 | | | S | 100,000 (1) | D | \$ 7.4146 (2) | 1,007,773 | 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)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Transactio Code (Instr. 8) | 5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Titl Amou Under Secur (Instr. | unt of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr |
|---|---|---|--|--|--|--------------------|--|--|---|--|
| | | | Code V | 4, and 5) (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|-----------------|-----------|---------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| SCHEIBLE DAVID W 814 LIVINGSTON COURT MARIETTA, GA 30067 | President & CEO | | | | | | | |
| Signatures | | | | | | | | |
| /s/David W. Scheible By: Laur Attorney-In-Fact | 04/02/2013 | | | | | | | |
| <u>**</u> Signature of Repo | | 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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

The 100,000 shares were sold through separate trades, with the sale price ranging from \$7.39 to \$7.45, and a weighted average sale price (2) of \$7.4146. The Reporting Person undertakes to provide, upon request by the staff of the Securities and Exchange Commission (the

"SEC"), the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate purchase price.

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.