

Edgar Filing: GRAPHIC PACKAGING CORP - Form SC 13G

[]

3. S.E.C. Use Only

4. Citizenship or Place of Organization
Delaware

| | | | |
|------------------|-----|--------------------------|------------|
| Number of Shares | (5) | Sole Voting Power | 0 |
| Beneficially | (6) | Shared Voting Power | 11,406,100 |
| Owned by Each | (7) | Sole Dispositive Power | 0 |
| Reporting Person | (8) | Shared Dispositive Power | 11,406,100 |

9. Aggregate Amount Beneficially Owned by Each Reporting Person
11,406,100

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares []

11. Percent of Class Represented by Amount in Row 9 5.7%

12. Type of Reporting Person PN

CUSIP NO. 90338R104

SCHEDULE 13 G

Page 3 of 8

1. Name of Reporting Person S.S. or I.R.S. Identification No.
Brown Brothers Harriman & Co.

2. Check the Appropriate Box if a Member of a Group [X]
[]

3. S.E.C. Use Only

4. Citizenship or Place of Organization
New York

| | | | |
|------------------|-----|---------------------|------------|
| Number of Shares | (5) | Sole Voting Power | 0 |
| Beneficially | (6) | Shared Voting Power | 11,406,100 |

Edgar Filing: GRAPHIC PACKAGING CORP - Form SC 13G

| | | |
|--------------------------------|------------------------------|------------|
| Owned by Each Reporting Person | (7) Sole Dispositive Power | 0 |
| | (8) Shared Dispositive Power | 11,406,100 |

9. Aggregate Amount Beneficially Owned by Each Reporting Person
11,406,100

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

11. Percent of Class Represented by Amount in Row 9 5.7%

12. Type of Reporting Person PN

CUSIP NO. 90338R104 SCHEDULE 13 G PAGE 4 of 8

1. Name of Reporting Person S.S. or I.R.S. Identification No.
T. Michael Long

2. Check the Appropriate Box if a Member of a Group

3. S.E.C. Use Only

4. Citizenship or Place of Organization
United States

| | | |
|--|------------------------------|------------|
| Number of Shares Beneficially Owned by Each Reporting Person | (5) Sole Voting Power | 0 |
| | (6) Shared Voting Power | 11,406,100 |
| | (7) Sole Dispositive Power | 0 |
| | (8) Shared Dispositive Power | 11,406,100 |

9. Aggregate Amount Beneficially Owned by Each Reporting Person
11,406,100

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

Edgar Filing: GRAPHIC PACKAGING CORP - Form SC 13G

11. Percent of Class Represented by Amount in Row 9 5.7%

12. Type of Reporting Person IN

CUSIP NO. 90338R104 SCHEDULE 13 G PAGE 5 of 8

1. Name of Reporting Person S.S. or I.R.S. Identification No.

Lawrence C. Tucker

2. Check the Appropriate Box if a Member of a Group [X]
 []

3. S.E.C. Use Only

4. Citizenship or Place of Organization
Delaware

| | | |
|------------------|------------------------------|------------|
| Number of Shares | (5) Sole Voting Power | 0 |
| Beneficially | (6) Shared Voting Power | 11,406,100 |
| Owned by Each | (7) Sole Dispositive Power | 0 |
| Reporting Person | (8) Shared Dispositive Power | 11,406,100 |

9. Aggregate Amount Beneficially Owned by Each Reporting Person

11,406,100

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares []

11. Percent of Class Represented by Amount in Row 9 5.7%

12. Type of Reporting Person IN

Edgar Filing: GRAPHIC PACKAGING CORP - Form SC 13G

CUSIP NO. 90338R104

SCHEDULE 13 G

PAGE 6 of 8

Item 1. (a) Name of Issuer

Graphic Packaging Corporation

(b) Address of Issuer's Principal Executive Offices

814 Livingston Court, Marietta, Georgia 30067

Item 2. (a) Names of Persons Filing

- (i) The 1818 Fund II, L.P. ("Fund");
- (ii) Brown Brothers Harriman & Co. ("BBH&Co." and general partner of the Fund);
- (iii) T. Michael Long ("Long");
- (iv) Lawrence C. Tucker ("Tucker", and together with the Fund, BBH&Co. and Long, the "Reporting Persons").

(b) Address of Principal Business Office

140 Broadway
New York, New York 10005

(c) Citizenship

Fund - a Delaware limited partnership
BBH&Co. - a New York limited partnership
Long - United States
Tucker - United States

(d) Title of Class of Securities

Common Stock, par value \$0.01 per share (the "Common Stock" or "Shares")

(e) CUSIP NUMBER

388688103

Item 3. This statement is not filed pursuant to either Rule 13d-1(b) or 13d-2(b) or (c).

Item 4. Ownership.

(a) Amount Beneficially Owned:

As of July 9, 2004, the Fund was the holder of 11,406,100 shares of Common Stock.

By virtue of BBH& Co.'s relationship with the Fund, BBH&Co. may be

CUSIP NO. 90338R104

SCHEDULE 13 G

PAGE 7 of 8

deemed to beneficially own, pursuant to Rule 13d-3 of the Act, 11,406,100 Shares. By virtue of the resolution adopted by BBH&Co. designating Long and Tucker, or either of them, as the sole and exclusive partners of BBH&Co. having voting power (including the power to vote or to direct the vote) and investment power (including the power to dispose or to direct the disposition) with respect to the Shares, each of Long and Tucker may be deemed to beneficially own, pursuant to Rule 13d-3 of the Act, 11,406,100 Shares.

(b) Percent of Class:

For each of the Fund, BBH & Co., Long and Tucker, approximately 5.7%, based on the number of shares of Common Stock outstanding as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2004.

Number of Shares as to Which the Persons Filing Have:

- (i) Sole power to vote or to direct the vote: None
- (ii) Shared power to vote or to direct the vote:
11,406,100 Shares
- (iii) Sole power to dispose or to direct the disposition:
None
- (iv) Shared power to dispose or to direct the disposition:
11,406,100 Shares

Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

Item 6. Ownership of More Than Five Percent On Behalf of Another Person

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not applicable.

Item 8. Identification and Classification of Members of the Group

See Item 4.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

"By signing below I certify that, to the best of my knowledge and belief the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect."

CUSIP NO. 90338R104

SCHEDULE 13 G

PAGE 8 of 8

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief,
we certify that the information set forth in this statement is true, complete
and correct.

Dated as of July 9, 2004

THE 1818 FUND II, L.P.

By: Brown Brothers Harriman & Co.,
its General Partner

By: /s/ Lawrence C. Tucker

Name: Lawrence C. Tucker
Title: Partner

BROWN BROTHERS HARRIMAN & CO.

By: /s/ Lawrence C. Tucker

Name: Lawrence C. Tucker
Title: Partner

/s/ Lawrence C. Tucker

Lawrence C. Tucker

/s/ T. Michael Long

T. Michael Long