

BERRY PLASTICS GROUP INC  
 Form 4  
 May 26, 2016

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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)

1. Name and Address of Reporting Person \*  
**RICH JONATHAN D**

2. Issuer Name and Ticker or Trading Symbol  
**BERRY PLASTICS GROUP INC  
 [BERY]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**101 OAKLEY STREET**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/24/2016**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chief Executive Officer**

**EVANSVILLE, IN 47710**  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	05/24/2016		G(1)	3,894 D \$ 0 0		I	By Jonathan D. Rich 2014 GRAT II
Common Stock	05/25/2016		G(2)	4,695 D \$ 0 0		I	By Jonathan D. Rich 2014 GRAT

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

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(9-02)

**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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)	10. Date of Report (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICH JONATHAN D 101 OAKLEY STREET EVANSVILLE, IN 47710	X		Chief Executive Officer	

## Signatures

Jason K. Greene, as attorney-in-fact 05/26/2016

\_\_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) On May 24, 2016 the remaining 3,894 shares held by the Jonathan D. Rich GRAT BP Trust W/A DTD 5/27/2014 were distributed, in an end of annuity term distribution, to trusts for the benefit of the reporting person's adult children. The reporting person is neither a trustee nor beneficiary of the recipient trusts.
  - (2) On May 25, 2016 the remaining 4,695 shares held by the Jonathan D. Rich GRAT BP Trust W/A DTD 2/04/2014 were distributed, in an end of annuity term distribution, to trusts for the benefit of the reporting person's adult children. The reporting person is neither a trustee nor beneficiary of the recipient trusts.

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.