### Edgar Filing: GRAPHIC PACKAGING HOLDING CO - Form 4

#### GRAPHIC PACKAGING HOLDING CO

Form 4

September 04, 2014

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

**OMB** Number:

3235-0287

2005

0.5

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Section 16.

January 31, Expires:

**OMB APPROVAL** 

Estimated average

burden hours per response...

Form 4 or 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

**SECURITIES** 

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Ukropina Michael Steven

2. Issuer Name and Ticker or Trading

Symbol

GRAPHIC PACKAGING HOLDING CO [GPK]

Issuer

below)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 09/02/2014

Director 10% Owner Other (specify X\_ Officer (give title

5. Relationship of Reporting Person(s) to

SVP, Strategy

(Check all applicable)

1500 RIVEREDGE PARKWAY, SUITE 100

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

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

ATLANTA, GA 30328

Security

(Instr. 3)

(City) 1. Title of 2. Transaction Date 2A. Deemed

(State)

(Zip)

3. (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code (Month/Day/Year) (Instr. 8)

4. Securities Disposed of (D) (Instr. 3, 4 and 5)

(A)

or

5. Amount of Securities Beneficially Owned Following

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

Reported 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 Conversion

3. Transaction Date 3A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of **Underlying Securities** 

### Edgar Filing: GRAPHIC PACKAGING HOLDING CO - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Service-Based Restricted Stock Units	\$ 0	09/02/2014		A	23,292	<u>(1)</u>	(2)	Common Stock	23,292

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
- 0	Director	10% Owner	Officer	Other			
Ukropina Michael Steven							

1500 RIVEREDGE PARKWAY SVP, SUITE 100 Strategy ATLANTA, GA 30328

## **Signatures**

/s/Michael S. Ukropina By: Laura Lynn Church
Attorney-In-Fact

09/04/2014

\*\*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).
- 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) Service-Based Restricted Stock Units terminate upon their payout.

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.

Reporting Owners 2