

BERRY PLASTICS GROUP INC
Form 4
October 31, 2014

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 *
Salmon Tom

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)
10/30/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	10/30/2014		M		6,300 \$ 8.16	D	
Common Stock	10/30/2014		S		6,300 (1) D 25.5606 (2)	D	
Common Stock	10/30/2014		M		6,400 \$ 9.21	D	
Common Stock	10/30/2014		S		6,400 (1) D 25.5606 (2)	D	
	10/30/2014		M		500 \$ 16	D	

Common
Stock

Common Stock	10/30/2014		S	500 ⁽¹⁾	D	\$ 25.5606	25,400	D
						<u>(2)</u>		

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 (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. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 8.16	10/30/2014		M	6,300	⁽³⁾ 06/05/2017	Common Stock	6,300
Employee Stock Option (Right to Buy)	\$ 9.21	10/30/2014		M	6,400	⁽³⁾ 01/01/2018	Common Stock	6,400
Employee Stock Option (Right to Buy)	\$ 16	10/30/2014		M	500	⁽⁴⁾ 10/02/2022	Common Stock	500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

Salmon Tom
101 OAKLEY STREET
EVANSVILLE, IN 47710

President

Signatures

Jason K. Greene, as
attorney-in-fact

10/31/2014

__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).

(1) Sale pursuant to trading plan meeting the requirements of SEC Rule 10b5-1 adopted by the reporting person on August 25, 2014.

Weighted average from 23 transactions with prices ranging from \$25.50 to \$25.78 per share. Upon request by the Commission Staff, the issuer, or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares purchased at each separate price.

(3) Granted under the 2006 Equity Incentive Plan. All options are vested.

(4) Granted under the 2012 Equity Incentive Plan. All options are vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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