

BERRY PLASTICS GROUP INC
 Form 4/A
 November 04, 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)
 10/31/2014

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 | | 12,932 A \$ 8.16 | 38,332 | D |
| Common Stock | 10/30/2014 | | S | | 12,932 (1) D \$ 25.5606 (2) | 25,400 | D |
| Common Stock | 10/30/2014 | | M | | 268 A \$ 9.21 | 25,668 | D |
| Common Stock | 10/30/2014 | | S | | 268 (1) D \$ 25.5605 (2) | 25,400 | D |

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 8.16 | 10/30/2014 | | M | 12,932 | ⁽³⁾ 06/05/2017 | Common Stock 12,932 |
| Employee Stock Option (Right to Buy) | \$ 9.21 | 10/30/2014 | | M | 268 | ⁽³⁾ 01/01/2018 | Common Stock 268 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Salmon Tom 101 OAKLEY STREET EVANSVILLE, IN 47710 | | | President | |

Signatures

Jason K. Greene, as attorney-in-fact
11/04/2014
**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).

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- (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
- (2) 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 2007 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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