

HOOK JUDITH D
Form 4
May 27, 2009

FORM 4

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

OMB APPROVAL

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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 *
HOOK JUDITH D

2. Issuer Name and Ticker or Trading Symbol
GREIF INC [GEF,GEF.B]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
425 WINTER ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/29/2009

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

DELAWARE, OH 43015

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

(City) (State) (Zip)

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)
Class B Common Stock	04/29/2009		J	V	Amount: 10,751,808 Price: \$ 0 ⁽¹⁾	I	See footnote. ⁽¹⁾
Class A Common Stock	04/29/2009		J		Amount: 4,698 Price: \$ 0 ⁽¹⁾	I	See footnote. ⁽¹⁾
Class B Common Stock	04/29/2009		J		Amount: 211,860 Price: \$ 0 ⁽²⁾	I	See footnote. ⁽²⁾
Class A Common Stock					16,407 ⁽³⁾	D	

Class B Common Stock	729,849	D	
Class B Common Stock	48,433	I	See footnote. <u>(4)</u>

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

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOOK JUDITH D 425 WINTER ROAD DELAWARE, OH 43015	X	X		

Signatures

Judith D. Hook by John K. Dieker pursuant to a POA filed with the Commission.

05/27/2009

__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) On April 29, 2009, Michael H. Dempsey passed away. At the time of his death, Mr. Dempsey was the sole trustee of 10 separate family trusts which had been created by the division of the Naomi C. Dempsey Trust. As a result of Mr. Dempsey's death, Judith D. Hook has been designated as a co-trustee of each of these family trusts in accordance with the applicable trust instruments.
- (2) On April 29, 2009, Michael H. Dempsey passed away. At the time of his death, Mr. Dempsey was the trustee of a charitable lead annuity trust. As a result of Mr. Dempsey's death, Judith D. Hook has been designated as the trustee of this charitable lead annuity trust.
- (3) 3,833 shares are subject to restriction on transfer.
- (4) By grantor retained annuity trusts of which Judith D. Hook is trustee.

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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