

Graham Donald C.
Form 4
October 20, 2010

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Graham Donald C.

2. Issuer Name **and** Ticker or Trading
Symbol
Graham Packaging Co Inc. [GRM]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1420 SIXTH AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/18/2010

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

YORK, PA 17403

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ 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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	10/18/2010		S		5,000	D \$ 12.2532 (5)	1,238,718	I	See Notes 1, 2, 3, and 4. (1) (2) (3) (4)
Common Stock	10/20/2010		S		4,599	D \$ 12.3	1,234,119	I	See Notes 1, 2, 3, and 4. (1) (2) (3) (4)

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

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SEC 1474
(9-02)

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 Beneficial Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title or Number of Shares	

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Graham Donald C. 1420 SIXTH AVENUE YORK, PA 17403		X		
GPC Investments, LLC 1420 SIXTH AVENUE YORK, PA 17403		X		

Paul L. Rudy III, Attorney-in-Fact of Donald C. Graham	10/20/2010
**Signature of Reporting Person	Date
Paul L. Rudy III, VP Finance, Secretary, and Treasurer of GPC Investments, LLC	10/20/2010
**Signature of Reporting Person	Date

(2) On October 18, 2010, GAIP sold 5,000 shares of common stock of the issuer ("Shares") for \$12.2532 per Share on the open market. On October 20, 2010, GAIP sold 4,599 Shares for \$12.30 per Share on the open market.

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- At the conclusion of the October 18 and 20, 2010 transactions, Mr. Graham was the beneficial owner of 1,234,119 Shares, 479,219 of which were directly owned by GAIP, 452,940 of which were directly owned by GCC, and 301,960 of which were directly owned by GEC. At the conclusion of the October 18 and 20, 2010 transactions, GPC Investments was the beneficial owner of 479,219 Shares, all of which were directly owned by GAIP.
- (3)
- (4) The reported securities are directly owned by GAIP, GCC and/or GEC. Mr. Graham and GPC Investments disclaim beneficial ownership of the reported securities except to the extent of their respective pecuniary interests therein.
- The price in column 4 is a weighted average. The prices actually received on sales made on October 18, 2010, ranged from \$12.25 to \$12.28. For all transactions reported in this Form 4 utilizing a weighted average price, the reporting person undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the range.
- (5)

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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