FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL							
OMB Number: 3235-028							
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hours per response:	0.5						

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* BURNS KEVIN R					2. Issuer Name and Ticker or Trading Symbol GRAPHIC PACKAGING HOLDING CO [GPK]										ationship of R all applicab Director Officer (g	,		on(s) to Issuer 10% Owner Other (specify		
(Last) (First) (Middle) C/O TPG CAPITAL, L.P.						3. Date of Earliest Transaction (Month/Day/Year) 05/19/2011									below)			below)	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
301 COMMERCE STREET, SUITE 3300					4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person						
(Street) FORT WORTH	FORT WORTH TX 76102																Form filed by More than One Reporting Person			
		Та	ble I - Nor	n-Deri	ivativ	e Se	curitie	s Acq	uired, I	Disp	osed of,	or I	Benefic	ially Ow	/ned					
Date				ate E Ionth/Day/Year) i		2A. Deemed Execution Date, if any (Month/Day/Year)				ties Acquired (A) or I Of (D) (Instr. 3, 4 an			5. Amount Securities Beneficially Following	y Owned Reported	Form:	nership Direct (D) irect (I) 4)	7. Nature of Indirect Beneficial Ownership			
								Code	v	Amount		(A) or (D)	Price	Transactio (Instr. 3 and				(Instr. 4)		
Common Stock ⁽¹⁾ 05/1						/19/2011			A		16,574	4	A	\$0.00	44,875			D		
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)	rivative Conversion Date Execution Date			Code (Instr.			5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisabl Expiration Date (Month/Day/Year)		te	Securities Und		derlying curity	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s	e s lly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code V		(A)	(D)			Expiration Date	Title		Amount or Number of Shares		(Instr. 4)				

Explanation of Responses:

1. Kevin R. Burns is a partner of TPG Capital, L.P., which is affiliated with TPG Bluegrass IV - AIV 1, L.P.; TPG Bluegrass IV - AIV 2, L.P.; TPG Bluegrass V - AIV 1, L.P.; TPG Bluegrass V - AIV 2, L.P.; TPG Bluegrass V - AIV 1, L.P.; TPG Bluegrass

Remarks:

2. Ronald Cami is signing on behalf of Mr. Burns pursuant to an authorization and designation letter dated July 1, 2010, which is filed as an exhibit herewith.

/s/ Ronald Cami, on behalf of Kevin R. Burns (2) 05/23/2011

** Signature of Reporting Person Date

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

- * 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

July 1, 2010

Securities and Exchange Commission 450 Fifth Street, NW Washington, DC 20549

This letter confirms that Ronald Cami and John E. Viola are authorized and designated to sign all securities related filings with the Securities and Exchange Commission, including Forms 3, 4 and 5, on my behalf. This authorization and designation shall be valid for three years from the date of this letter.

Very truly yours,

/s/ Kevin Burns Kevin Burns

301 Commerce Street - Suite 3300, Fort Worth, TX 76102 $817\text{-}871\text{-}4000~T\sim817\text{-}871\text{-}4088~F}$