

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

Check this box if no longer subject to
Section 16. Form 4 or Form 5 obligations
may continue. See Instruction 1(b).

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<u>JUBY WAYNE E</u>			<u>GRAPHIC PACKAGING HOLDING CO [GPK</u>			Director 10% Owner		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)			Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)		
			<u>03/14/2008</u>			<u>Former SVP, Human Resources</u>		
814 LIVINGSTON COURT			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)	(City)	(State)				<input checked="" type="checkbox"/> Form filed by One Reporting Person		
<u>MARIETTA</u>	<u>GA</u>	<u>30067</u>				<input type="checkbox"/> 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	03/14/2008		M		122,397	A	\$0.00	178,905	D	
Common Stock	03/14/2008		F		39,718	D	\$2.98	139,187	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)	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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$0.00	03/14/2008		M			25,500	(I)	03/14/2008	Common Stock	25,500	\$0.00	0	D	
Restricted Stock Units	\$0.00	03/14/2008		M			28,050	(I)	03/14/2008	Common Stock	28,050	\$0.00	0	D	
Restricted Stock Units	\$0.00	03/14/2008		M			68,327	(I)	03/14/2008	Common Stock	68,327	\$0.00	0	D	
Restricted Stock Units	\$0.00	03/14/2008		M			40,926	(I)	03/14/2008	Common Stock	40,926	\$0.00	0	D	

Explanation of Responses:

1. All Restricted Stock Units vested on March 10, 2008, the date of a change in control of the Company and were paid on March 14, 2008.

Remarks:

On March 10, 2008, Graphic Packaging Holding Company became the successor of Graphic Packaging Corporation pursuant to a merger. The merger resulted in Graphic Packaging Holding Company becoming a parent holding company of Graphic Packaging Corporation, but did not alter the proportionate interests of security holders.

/s/ Wayne E. Juby By: Roseann Alexander Attorney-in-Fact 03/14/2008

** 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.