FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average burden								
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*  Yost Joseph P					2. Issuer Name and Ticker or Trading Symbol GRAPHIC PACKAGING HOLDING CO [ GPK ]										all applicable Director Officer (g	Officer (give title		10% Ow Other (s	· I
(Last) (First) (Middle) 814 LIVINGSTON COURT					3. Date of Earliest Transaction (Month/Day/Year) 02/16/2012										below) below) SVP, Supply Chain				
(Street)  MARIETTA  (City)	GA (State)		0067 (p)		4. If Am	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Indiv	ividual 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. Tran Date (Month					action Day/Year	A. Deemed xecution Date, any Month/Day/Year)		Transaction Dispose Code (Instr.				quired (A	A) or , 4 and 5)	5. Amount Securities Beneficially Following I	y Owned Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
									Code	v	Amount		(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			(Instr. 4)	
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		3A. Deemed Execution Dat if any (Month/Day/Ye	Co	Transaction Code (Instr.		umber vative urities uired ispose o) (Insid 5)	e s (A) sed	6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount Securities Underlyin Derivative Security ( 3 and 4)		erlying	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported	e s lly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Co	de V	(A)			Date Exercisab		xpiration ate	Nun		Amount or Number of Shares		Transaction(s (Instr. 4)			
Service-Based Restricted Stock Units	\$0.00	02/16/2012	02/16/2012		A	35,	35,116		(1)		(2)		nmon ock	35,116	\$0.00	35,116		D	
Performance- Based Restricted Stock Units	\$0.00	02/16/2012	02/16/2012		A	70,231		(1)		(2)	Common Stock 70,		70,231(3)	\$0.00	70,231		D		

## **Explanation of Responses:**

- 1. Performance-Based Restricted Stock Units and Service-Based Restricted Stock Units vest and become payable on the third anniversary of the date of grant, except in cases of death, disability, retirement, involuntary termination or change in control.
- 2. Performance-Based Restricted Stock Units and Service-Based Restricted Stock Units terminate upon their payout.
- 3. This number represents payout at target. Actual payout may be adjusted up or down depending upon achievement of performance targets.

## Remarks:

/s/ Joseph P. Yost By: Laura Lynn Smith Attorney-In-Fact 02/21/2012

\*\* 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.