SEC Form 4

## 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). Ш

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB Number: Estimated average burden hours per response:

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

|  |                       | 2. Issuer Name and Ticker or Trading Symbol<br><u>GRAPHIC PACKAGING HOLDING CO</u> [ GPK<br>] 3. Date of Earliest Transaction (Month/Day/Year)<br>02/27/2015 4. If Amendment, Date of Original Filed (Month/Day/Year) |   |  |   |   |  |   | iPK (  | (Check<br>X   | all applicable)<br>Director<br>Officer (give title<br>below)<br>Senior Vice Preside<br>idual or Joint/Group Filing (C<br>Form filed by One Reporti  |  |  | 10% Ov<br>Other (s<br>below)<br>nt, Europe<br>heck Applica<br>ng Person   | specify<br>able Line)  |
|--|-----------------------|---|---|--|---|---|--|---|--|---|---|--|--|---|--|
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned   |                       |   |   |  |   |   |  |   |  |   |   |  |  |   |  |
| Date   |                       |   | Execution<br>if any   | xecution Date,<br>any  |   | Transaction<br>Code (Instr.<br>8)   |  | ed Of (D) (Instr. 3, 4 a  |  | d 5) Securities<br>Beneficiall<br>Following<br>Transactio   |   | y Owned or Ir<br>Reported (Inst<br>on(s)   |  | Direct (D)<br>lirect (I)  | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)  |
|  |                       |   |   |  | Code  | V   | Amount   | Amount (D) P  |  | ce  |   |  |  |   |  |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned         (e.g., puts, calls, warrants, options, convertible securities) |                       |   |   |  |   |   |  |   |  |   |   |  |  |   |  |
| on Date,   | Code (Instr.          |   |   |  | Expiratio   | on Dat  | te   | Securities Underly  |  | ng  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5)   | derivative<br>Securities<br>Beneficia<br>Owned<br>Following<br>Reported  | e<br>S<br>Ily<br>I   | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4)  | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)   |
|  | Code                  | v   | (A)   | (D)  | Date<br>Exercisa  |   |  | Title   | or<br>Num  | iber  |   | (Instr. 4)   | on(s)  |   |  |
|  | A                     |   | 12,959  |  | (1)   |   | (2)  | Common<br>Stock   | 12,  | ,959  | \$0.00  | 12,95  | 9  | D   |  |
|  | А                     |   | 25,918  |  | (1)   |   | (2)  | Common<br>Stock   | 25,  | ,918  | \$0.00  | 25,91  | 8  | D   |  |
|  | 2. Tr<br>Date<br>(Mor | GR       3. Da       02/2       4. If /       2. Transaction       Date       (Month/Day/Yo       II - Derivative (e.g., puts,       med       0ak       Day/Year)       8)       Code       A                        | Image: GRAPI       3. Date of 02/27/20       4. If Amend       2. Transaction Date (Month/Day/Year)       II - Derivative Section (e.g., puts, callsterm)       med on Date, Day/Year)       A       Transaction Code (Instr. 8)       Code       V       A | GRAPHIC PA       3. Date of Earliest Tr       02/27/2015       4. If Amendment, Date       2. Transaction       Date       2. Transaction       Date       (Month/Day/Year)       II - Derivative Securities A       (e.g., puts, calls, warration       Code (Instr. 8)       S. Numb       Day/Year)       A       A       A       A | GRAPHIC PACKA         ]         3. Date of Earliest Transaction         02/27/2015         4. If Amendment, Date of Or         A. If Amendment, Date of Or         2. Transaction         Date         2. Transaction         Date         (Month/Day/Year)         II - Derivative Securities Acquir<br>(e.g., puts, calls, warrants, control code (Instr.<br>8)         med<br>on Date,<br>Day/Year)         4. Transaction<br>Code (Instr.<br>8)         5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D) (Instr. 3, 4<br>and 5)         A       12,959 | GRAPHIC PACKAGING         ]         3. Date of Earliest Transaction (Mont 02/27/2015         4. If Amendment, Date of Original File         4. If Amendment, Date of Original File         2. Transaction Date (Month/Day/Year)         3. Transaction Date (Month/Day/Year)         6. Date Execution Date, (Month/Day/Year)         6. Date Expirati Securities Acquired, Di Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4) and 5)         Day/Year)         8)         Code         V       (A)         12,959       (I) | GRAPHIC PACKAGING Ho         3. Date of Earliest Transaction (Month/Day         02/27/2015         4. If Amendment, Date of Original Filed (M         2. Transaction Date (Month/Day/Year)         3. Transaction Code (Instr.         8)         V         II - Derivative Securities Acquired, Disposed of on Date, Date (Instr.         8)         Code (Instr.         8)       5. Number of Derivative Scurities Acquired (A) or Disposed of (D) (Instr. 3, 4) and 5)         Code       V         A       12,959         A       12,959 | GRAPHIC PACKAGING HOLDING         3. Date of Earliest Transaction (Month/Day/Year)         02/27/2015         4. If Amendment, Date of Original Filed (Month/Day/Y         2. Transaction Date (Month/Day/Year)         3. Transaction Date (Month/Day/Year)         3. Transaction Date (Month/Day/Year)         3. Transaction Date (Month/Day/Year)         6 Derivative Securities Acquired, Disposed of, or (e.g., puts, calls, warrants, options, convertible and Expiration Date (Month/Day/Year)         med on Date, Day/Year)       5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)         Day/Year)       5. Number of Derivative Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)         A       12,959       (I) | GRAPHIC PACKAGING HOLDING CO [ G ]         3. Date of Earliest Transaction (Month/Day/Year)         02/27/2015         4. If Amendment, Date of Original Filed (Month/Day/Year)         A. If Amendment, Date of Original Filed (Month/Day/Year)         2. Transaction Date (Month/Day/Year)         1 - Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible securit         Med on Date, Original River of Derivative Securities Acquired (A) or Disposed of, or Benefic (b. (Instr. 3, 4) and 5)         Bate         Code       V         A       12,959         A       12,959         A       25,918         A       25,918 | GRAPHIC PACKAGING HOLDING CO [ GPK ]         ]       3. Date of Earliest Transaction (Month/Day/Year)         02/27/2015         4. If Amendment, Date of Original Filed (Month/Day/Year)         A. If Amendment, Date of Original Filed (Month/Day/Year)         2. Transaction Date (Month/Day/Year)         3. Transaction Code (Instr. 8)         4. Securities Acquired, Disposed of (D) (Instr. 3, 4 and 10 privative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities)         med on Date, Date (Code (Instr. 8))       5. Number of Code (Instr. 8)         5. Number of Disposed of (D) (Instr. 3, 4 and 5)       6. Date Exercisable and Expiration Date (Month/Day/Year)       7. Title and Amount Securities Underlyin 3 and 4)         Date (D) (Instr. 3, 4 and 5)       6. Date Exercisable and Code (Instr. 8)       7. Title and Amount Securities Acquired (A) or Tisposed of (D) (Instr. 3, 4 and 5)         Date (D) (D) (D) Date (D) | GRAPHIC PACKAGING HOLDING CO [GPK]       (Check ]         3. Date of Earliest Transaction (Month/Day/Year)       (2/27/2015         4. If Amendment, Date of Original Filed (Month/Day/Year)       6. Indiv         X       X         Non-Derivative Securities Acquired, Disposed of, or Beneficially Ow         2. Transaction Date (Month/Day/Year)       3. Transaction Code (Instr. 8)         2. Transaction Date (Month/Day/Year)       2. A. Deemed Execution Date, (Month/Day/Year)         2. Transaction Date (Month/Day/Year)       3. Transaction Code (Instr. 8)         1 - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)         Med on Date, Or Derivative Securities Acquired (A) or Derivative Securities Acquired (A) or Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)         Med on Date, Date Month (Code (Instr. 8)       5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)         Med on Date, Date Month (Code (Instr. 8)       5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)         Med of Disposed of (D) (Instr. 3, 4 and 5)       6. Date Exercisable and Expiration Date (Instr. 3 and 4)         Code V       (A)       (D)       Date Expiration Date (Instr. 3 and 4)         A       12,959       (I)       (I)       (I)       Common Stock | GRAPHIC PACK AGING HOLDING CO [GPK]       (Check all applicab Director X Officer (g) below)         3. Date of Earliest Transaction (Month/Day/Year)       3. Date of Earliest Transaction (Month/Day/Year)       (Check all applicab Director X Officer (g) below)         4. If Amendment, Date of Original Filed (Month/Day/Year)       6. Individual or Join X Form file         Mon-Derivative Securities Acquired, Disposed of, or Beneficially Owned         2. Transaction (Month/Day/Year)       2A. Deemed Erecution Date, if any (Month/Day/Year)       1. Securities Acquired (A) or Dote, if any (Month/Day/Year)       5. Amount Securities Beneficially Owned (Instr. 3 and Divisions of Code (Instr. 3)       5. Amount Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)       5. Amount Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)       8. Price of Securities Acquired (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)       8. Price of Securities Acquired (A) or Disposed of, or Disposed of, or Disposed of (D) (Instr. 3, and 4)       8. Price of Securities Acquired (A) or Disposed of (D) (Instr. 5)         med on Date, Ocde (Instr. 8)       5. Number of Derivative Securities (Month/Day/Year)       6. Date Exercisable and (Month/Day/Year)       7. Title and Amount of Securities (Derivative Security (Instr. 5)       8. Price of North Securities (Month/Day/Year)       8. Price of Shares         Manuel       4. (D) (D) (Instr. 3, 4)       6. Date Exercisable Date       7. Title and Amount or of Shares       8. Price of Share | GRAPHIC PACKAGING HOLDING CO [ GPK ]       (Check all applicable) Director         3. Date of Earliest Transaction (Month/Day/Year)       (Check all applicable) Director         4. If Amendment, Date of Original Filed (Month/Day/Year)       6. Individual or Joint/Group Filed by More         A. If Amendment, Date of Original Filed (Month/Day/Year)       6. Individual or Joint/Group Filed by More         Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned       5. Amount of Sanetically Owned Firansaction (Month/Day/Year)         Date (Month/Day/Year)       2A. Deemed Erany (Month/Day/Year)       3. Code V Amount (A) or Disposed of, Or Beneficially Owned Firansaction(s) (Instr. 3. 4 and 5)       5. Amount of Sanetically Owned Firansaction (O) (Instr. 3. 4 and 5)         II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)       5. Amount of Sanetically Owned Firansaction (0) (Instr. 3. 4 and 5)         Barbar, Day/Year)       5. Number of Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)       5. Number of (D) (Instr. 3. 4 and 5)         Barbard       5. Number of (D) (Instr. 3. 4 and 5)       6. Date Exercisable and Expiration Date (Month/Day/Year)       7. Title and Amount of Sacurity (Instr. 5)         Barbard       5. Number of (D) (Instr. 3. 4 and 5)       6. Date Exercisable and Expiration Date (Month/Day/Year)       7. Title and Amount of Sacurity (Instr. 5)         Barbard       5. Sound a 5       6. Date E | GRAPHIC PACKAGING HOLDING CO [GPK]       (Check all applicable)<br>Director       Check all applicable)<br>Director         3. Date of Earliest Transaction (Month/Day/Year)       Senior Vice Preside         4. If Amendment, Date of Original Filed (Month/Day/Year)       6. Individual or Joint/Group Filing (C<br>X         A. If Amendment, Date of Original Filed (Month/Day/Year)       6. Individual or Joint/Group Filing (C<br>X         Von-Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>(Month/Day/Year)       3.<br>Transaction<br>Code (Instr.<br>8)       4. Securities Acquired (A) or<br>Disposed Of (D) (Instr. 3. 4 and 5)<br>(Instr. 3 and 4)       5. Amount of<br>Securities<br>Beneficially Owned<br>Form filed by One Report<br>Form filed by More than C         II - Derivative Securities Acquired, Disposed of, or Beneficially Owned<br>(e.g., puts, calls, warrants, options, convertible securities)       5. Number of<br>Derivative<br>Securities       6. Disposed of, or Beneficially Owned<br>Form filed by One Report<br>(D) (Instr. 3. 4 and 5)         Mathematical Societies<br>(ustr.<br>8)       5. Number of<br>Derivative<br>Securities       6. Disposed of, or Beneficially Owned<br>(e.g., puts, calls, warrants, options, convertible securities)       8. Price of<br>Securities<br>Beneficially Owned<br>Following<br>Reported<br>(Instr. 6)         med 5)       5. Number of<br>(D) (Instr. 3. 4<br>and 5)       6. Date Exercisable and<br>(Month/Day/Year)       7. Title ad Amount of<br>Securities Underlying<br>Derivative Securities       8. Price of<br>Securities<br>Beneficially<br>Owned       8. Price of<br>Derivative<br>Securities<br>Derivative Securities         Math       12,959       (0)       (2) <td>GRAPHIC PACKAGING HOLDING CO [GPK]       (Check all applicable)       10% OV         3. Date of Earliest Transaction (Month/Day/Year)       Cofficer (give title below)       Senior Vice President, Europe         4. If Amendment, Date of Original Filed (Month/Day/Year)       6. Individual or Joint/Group Filing (Check Application of below)       Senior Vice President, Europe         Von-Derivative Securities Acquired, Disposed of, or Beneficially Owned       5. Amount of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)       5. Amount of Securities Beneficially Owned (Instr. 4)       6. Ownership Form: Direct (D) of instr. 3 and 4)         II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)       5. Amount of Securities Beneficially Owned (Instr. 4)       6. Ownership Form: Direct (D) of instr. 3 and 4)         II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)       7. Title and Amount of Securities Beneficially Owned (Instr. 4)       8. Price of Securities Beneficially Owned (Instr. 4)       10. Ownership Form: Direct (D) of indirect (I) form and 4)         made       fransaction (Diptosed of (D) (Instr. 3, 4 and 5)       6. Date Exercisable and Scurities Beneficially Owned (Instr. 4)       8. Price of Securities Beneficially Owned (Instr. 4)       10. Ownership Form: Direct (D) of indirect (I) form and 4)         made       fransaction (Diptosed of (D) (Instr. 3, 4 and 5)       6. Date Exercisable and Scurities Beneficially Owned (Instr. 5)</td> | GRAPHIC PACKAGING HOLDING CO [GPK]       (Check all applicable)       10% OV         3. Date of Earliest Transaction (Month/Day/Year)       Cofficer (give title below)       Senior Vice President, Europe         4. If Amendment, Date of Original Filed (Month/Day/Year)       6. Individual or Joint/Group Filing (Check Application of below)       Senior Vice President, Europe         Von-Derivative Securities Acquired, Disposed of, or Beneficially Owned       5. Amount of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)       5. Amount of Securities Beneficially Owned (Instr. 4)       6. Ownership Form: Direct (D) of instr. 3 and 4)         II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)       5. Amount of Securities Beneficially Owned (Instr. 4)       6. Ownership Form: Direct (D) of instr. 3 and 4)         II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)       7. Title and Amount of Securities Beneficially Owned (Instr. 4)       8. Price of Securities Beneficially Owned (Instr. 4)       10. Ownership Form: Direct (D) of indirect (I) form and 4)         made       fransaction (Diptosed of (D) (Instr. 3, 4 and 5)       6. Date Exercisable and Scurities Beneficially Owned (Instr. 4)       8. Price of Securities Beneficially Owned (Instr. 4)       10. Ownership Form: Direct (D) of indirect (I) form and 4)         made       fransaction (Diptosed of (D) (Instr. 3, 4 and 5)       6. Date Exercisable and Scurities Beneficially Owned (Instr. 5) |

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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.

Remarks:

/s/Joseph P. Yost By: Laura Lynn 03/03/2015 Church Attorney-In-Fact

\*\* Signature of Reporting Person

Date

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

 $^{\ast}$  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.

OMB APPROVAL 3235-0287 0.5