FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL							
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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 * Chaney Carla (Last) (First) (Middle)						Susuer Name and Ticker or Trading Symbol GRAPHIC PACKAGING HOLDING CO [GPK] 3. Date of Earliest Transaction (Month/Day/Year) 08/01/2015								all applicable) Director 10% Owner Officer (give title below) below)				
GA	3			4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Indivi	ividual or Joint/Group Filing (Check Applicable Line)					
1. Title of Security (Instr. 3)					2A. Deemed Execution Date,			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and additional order)			or 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)		
Common Stock Common Stock									13,19	_		\$0.00 \$15.1	21,995			D D		
2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date if any	e.g., puts 4. Transa Code (4. Transaction Code (Instr. 8)		Is, warrants, of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		poptions, conv 6. Date Exercisabl Expiration Date (Month/Day/Year)		e securit 7. Title and Securities U Derivative S 3 and 4) Title	rities) ad Amount of s Underlying		8. Price of Derivative Security (Instr. 5) 8. Price of Derivative Securities Beneficio Owned Followin Reporter Transac		e s illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
\$0.00	08/01/2015		M			13,198	(1)		(2)	Common Stock		13,198	\$0.00	13,19	7	D		
	(First) GA (State ity (Instr. 3) k k Conversion or Exercise Price of Derivative Security	(First) (NEDGE PARKWAY GA 3 (State) (Z Tity (Instr. 3) k k 2. Conversion or Exercise Price of Derivative Security Security (Month/Day/Year)	(First) (Middle) EDGE PARKWAY GA 30328 (State) (Zip) Table I - Nor ity (Instr. 3) k K Table II - I (I) Conversion or Exercise Price of Derivative Security Security A. Deemed Execution Date if any (Month/Day/Year) (Month/Day/Year)	(First) (Middle) GA 30328 (State) (Zip) Table I - Non-Derivative (Month/Day/Year) R	(First) (Middle) GRAP 3. Date of 08/01/2015 Table I - Non-Derivative Solity (Instr. 3) Table II - Derivative Security 2. Transaction Date (Month/Day/Year) Table II - Derivative Security 3. Date of 08/01/2015 Table II - Derivative Security 4. If Amendal Security 4. If Amendal Security 3. Date of 08/01/2015 4. Transaction Date (e.g., puts, call fill any (Month/Day/Year) (Month/Day/Year) Code (Instr. 8)	(First) (Middle) GRAPHIC] 3. Date of Earlies 08/01/2015 4. If Amendment, (State) (Zip) Table I - Non-Derivative Securities (Month/Day/Year) (Month k 08/01/2015 Table II - Derivative Securities (e.g., puts, calls, was calls, was calls, was calls, was calls, was calls, was conversion or Exercise (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Code (Instr. 8)) Code V (A)	(First) (Middle) GRAPHIC PACK A 3. Date of Earliest Transaction 08/01/2015 4. If Amendment, Date of Order of Conversion On Date (e.g., puts, calls, warrants, of Corversion Order (Month/Day/Year) Table II - Derivative Securities Acquired (any (Month/Day/Year)) Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, order of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D)	GRAPHIC PACKAGING GRAPHIC PACKAGING 3. Date of Earliest Transaction (Month/ 08/01/2015 4. If Amendment, Date of Original Filed (State) (Zip) Table I - Non-Derivative Securities Acquired, D ate (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) A Date (List of Code (Institute) (List of Code (Institute)) (Month/Day/Year) Table II - Derivative Securities Acquired, District (e.g., puts, calls, warrants, options, (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Code V (A) (D) Date Exercisable (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	GRAPHIC PACKAGING HO SDGE PARKWAY GA 30328 (State) (Zip) Table I - Non-Derivative Securities Acquired, Dispote (Month/Day/Year) Table II - Derivative Securities Acquired, Dispose (e.g., puts, calls, warrants, options, color of Execution Date (Month/Day/Year) Table II - Derivative Securities Acquired, Dispose (e.g., puts, calls, warrants, options, color of Execution Date (Month/Day/Year) A. If Amendment, Date of Original Filed (Month/Day/Year) Sa. Deemed Execution Date, if any (Month/Day/Year) Tansaction Code (Instr. 8) Table II - Derivative Securities Acquired, Dispose (e.g., puts, calls, warrants, options, color of Execution Date (Month/Day/Year) Sa. Deemed Execution Date, if any (Month/Day/Year) Transaction Observative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V Code V (A) (D) Date Exercise Definition Date (Month/Day/Year) Expiration Date (Month/Day/Year) Code V (A) (D) Date Exercise Definition Date (Month/Day/Year) Expiration Date (Month/Day/Year) Code V (A) (D) Date Exercise Definition Date (Month/Day/Year)	GRAPHIC PACKAGING HOLDING GRAPHIC PACKAGING HOLDING 3. Date of Earliest Transaction (Month/Day/Year) 8/01/2015 4. If Amendment, Date of Original Filed (Month/Day/Year) 8/01/2015 4. If Amendment, Date of Original Filed (Month/Day/Year) 8/01/2015 4. If Amendment, Date of Original Filed (Month/Day/Year) 8/01/2015 7. Table I - Non-Derivative Securities Acquired, Disposed of Execution Date, if any (Month/Day/Year) 8/01/2015 8/01/2015 8/01/2015 8/01/2015 8/01/2015 8/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/2015 9/01/	GRAPHIC PACKAGING HOLDING CO [C] 3. Date of Earliest Transaction (Month/Day/Year) 08/01/2015 4. If Amendment, Date of Original Filed (Month/Day/Year) Table I - Non-Derivative Securities Acquired, Disposed of, or Bene Sty (Instr. 3) 2. Transaction Date (Month/Day/Year) Price of Conversion Price of Conversion Price of Derivative Security 3. A. Deemed Execution Date, if any (Month/Day/Year) Price of Date (Month/Day/Year) Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible securities (Month/Day/Year) Securities Acquired (A) or Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible securities Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D) Date Exercisable and Expiration Date (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D) Date Exercisable Expiration Title Expiration Title Common Month/Day/Year) Title	GRAPHIC PACKAGING HOLDING CO [GPK] 3. Date of Earliest Transaction (Month/Day/Year) 08/01/2015 4. If Amendment, Date of Original Filed (Month/Day/Year) Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficity (Instr. 3) 2. Transaction Date (Month/Day/Year) Execution Date (Month/Day/Year) Code V Amount (A) or (D) o	GRAPHIC PACKAGING HOLDING CO [GPK] (Check X] 3. Date of Earliest Transaction (Month/Day/Year) 08/01/2015 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Indiv X (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner (Month/Day/Year) (In Amendment, Date of Original Filed (Month/Day/Year) (In Am	GRAPHIC PACKAGING HOLDING CO [GPK] Check all applicable	GRAPHIC PACKAGING HOLDING CO [GPK] Check all applicable Director	GRAPHIC PACKAGING HOLDING CO [GPK] Check all applicable	GRAPHIC PACKAGING HOLDING CO [GPK] Check all applicable Director 10% OV	

Explanation of Responses:

- 1. The Service-Based Restricted Stock Units vest and become paybale in three equal annual installments beginning on the first anniversary of the date of grant or upon the occurrence of death, disability, retirement.
- 2. Service-Based Restricted Stock Units terminate upon their payout.

Remarks:

/s/ Carla Chaney By: Laura Lynn Church Attorney-in-Fact 08/04/2015

** Signature of Reporting Person Dat

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.