

BERRY PLASTICS GROUP INC
 Form 4
 September 03, 2014

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
RICH JONATHAN D

2. Issuer Name and Ticker or Trading Symbol
**BERRY PLASTICS GROUP INC
 [BERY]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
101 OAKLEY STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/27/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

EVANSVILLE, IN 47710
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual 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. 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 Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Common Stock	05/27/2014		J ⁽¹⁾	V	12,014	D	\$ 0	37,194	I	By Jonathan D. Rich 2012 GRAT BP
Common Stock								12,014	I	By Jonathan D. Rich 2014 GRAT II
Common Stock	08/26/2014		G ⁽²⁾	V	37,194	D	\$ 0	0	I	By Jonathan

D. Rich
2012
GRAT BP

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICH JONATHAN D 101 OAKLEY STREET EVANSVILLE, IN 47710	X		CEO	

Signatures

Jason K. Greene, as attorney-in-fact 09/03/2014

**Signature of Reporting Person Date

Explanation of Responses:

* 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).

Voluntary transfer on 05/27/2014 from Jonathan D. Rich GRAT BP Trust W/A DTD 3/23/2012 to Jonathan D. Rich 2014 GRAT BP Trust W/A DTD 2/04/2014 in a transaction exempt under Rule 16a-13. The reporting person was the beneficial owner of shares transferred both before and after the transaction.

(2)

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On August 26, 2014 the remaining 37,194 shares held by the Jonathan D. Rich GRAT BP Trust W/A DTD 3/23/2012 were distributed, in an end of annuity term distribution, to trusts for the benefit of the reporting person's adult children. The reporting person is neither a trustee nor beneficiary of these trusts.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.