

BERRY PLASTICS GROUP INC  
 Form 4  
 February 01, 2017

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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**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)  
**01/30/2017**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chief Executive Officer**

**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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/30/2017		M	V	163,360 A \$ 6.12	388,710	D
Common Stock	01/30/2017		D <sup>(1)</sup>		163,350 D \$ 50.3279	225,350	D
Common Stock	01/30/2017		M		2,500 A \$ 6.12	227,850	D
Common Stock	01/30/2017		D <sup>(1)</sup>		2,500 D \$ 51.0578	225,350	D
	01/31/2017		M		189,570 A \$ 6.12	414,920	D

Common  
Stock

Common Stock	01/31/2017		D <sup>(1)</sup>	189,570	D	\$ 50.6426	225,350	D
						<u>(5)</u>		

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)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 6.12	01/30/2017		M	163,360	<u>(3)</u> 10/03/2020	Common Stock 163,360
Employee Stock Option (Right to Buy)	\$ 6.12	01/30/2017		M	2,500	<u>(3)</u> 10/03/2020	Common Stock 2,500
Employee Stock Option (Right to Buy)	\$ 6.12	01/31/2017		M	189,570	<u>(3)</u> 10/03/2020	Common Stock 189,570

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RICH JONATHAN D 101 OAKLEY STREET	X		Chief Executive Officer	

EVANSVILLE, IN 47710

## Signatures

Jason K. Greene, as  
attorney-in-fact

02/01/2017

\_\_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).
- (1) Sale pursuant to trading plan meeting the requirements of SEC Rule 10b5-1 adopted by the reporting person on December 1, 2016.  
Weighted average from 129 transactions with prices ranging from \$49.84 to \$50.80 per share. Upon request by the Commission Staff, the issuer, or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares purchased at each separate price.
- (2) Granted under the 2006 Equity Incentive Plan. Option vest on each of the first five anniversaries of the date of grant, subject to the terms and conditions of the plan and award agreement.  
Weighted average from 13 transactions with prices ranging from \$50.8600 to \$51.2800 per share. Upon request by the Commission Staff, the issuer, or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares purchased at each separate price.
- (3) Granted under the 2006 Equity Incentive Plan. Option vest on each of the first five anniversaries of the date of grant, subject to the terms and conditions of the plan and award agreement.  
Weighted average from 161 transactions with prices ranging from \$50.1800 to \$51.1250 per share. Upon request by the Commission Staff, the issuer, or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares purchased at each separate price.
- (4) Staff, the issuer, or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares purchased at each separate price.
- (5) Staff, the issuer, or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares purchased at each separate price.

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.