

Cargile David W  
Form 4  
September 09, 2011

**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).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Cargile David W

(Last) (First) (Middle)

2401 PLEASANT VALLEY ROAD

(Street)

YORK, PA 17402

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Graham Packaging Co Inc. [GRM]

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

09/08/2011

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

SVP, General Manager

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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<br>Security<br>(Instr. 3)             | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |   |
|---------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|---|
|                                                   |                                         |                                                             | Code                                 | V                                                                       | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                         |   |
| Common<br>stock, par<br>value \$0.01<br>per share | 09/08/2011                              |                                                             | D                                    |                                                                         | 21,112<br>(1)                                                                                                      | \$<br>25.5                                                           | 0                                       | D |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

# Edgar Filing: Cargile David W - Form 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 | 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 or Number of Shares                              |
| Options to purchase limited partnership units (right to buy) | \$ 9.72                                                | 09/08/2011                           |                                                    | D                              | 34,789                                                                                  | (2) 03/06/2018                                           | Limited partnership units (3) 34,789                          |
| Options to purchase limited partnership units (right to buy) | \$ 6.82                                                | 09/08/2011                           |                                                    | D                              | 37,058                                                                                  | (2) 01/21/2018                                           | Limited partnership units (3) 37,058                          |
| Options to purchase limited partnership units (right to buy) | \$ 7.83                                                | 09/08/2011                           |                                                    | D                              | 11,344                                                                                  | (2) 03/30/2013                                           | Limited partnership units (3) 11,344                          |
| Options to purchase common stock (right to buy)              | \$ 10                                                  | 09/08/2011                           |                                                    | D                              | 58,612                                                                                  | (4) 02/09/2020                                           | Common stock, par value \$0.01 per share 58,612               |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships                    |
|----------------------------------------------------------------|----------------------------------|
|                                                                | Director 10% Owner Officer Other |
| Cargile David W<br>2401 PLEASANT VALLEY ROAD<br>YORK, PA 17402 | SVP, General Manager             |

## Signatures

/s/ Michael Korniczky, as designated  
signatory

09/09/2011

\_\_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).  
  
The Form 3 filed by Mr. Cargile on February 10, 2010 should have listed 20,112 rather than 21,112 shares of common stock beneficially owned in Table I, Item 2. The Form 4 filed by Mr. Cargile on February 11, 2010 should have listed 21,112 rather than 1,000 shares of common stock beneficially owned following the reported transaction in Table I, Item 5.
- (1)
- (2) To the extent not previously vested, fully vested pursuant to the Amended and Restated Agreement and Plan of Merger (the "Holdings Merger Agreement"), dated as of July 15, 2011, among Graham Packaging Company Inc., Graham Packaging Holdings Company, BCP/Graham Holdings L.L.C. (solely for the purposes of Section 3.07 thereof) and GPC Merger LLC.
- (3) The limited partnership units of Graham Packaging Holdings Company were, subject to certain restrictions in a Management Limited Partnership Unit Exchange Agreement, exchangeable on a one-for-one basis for shares of Graham Packaging Company Inc. common stock, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications.
- (4) To the extent not previously vested, fully vested pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of June 17, 2011, among Reynolds Group Holdings Limited, Bucephalas Acquisition Corp. and Graham Packaging Company Inc.

### Remarks:

Options to purchase limited partnership units disposed of pursuant to the Holdings Merger Agreement. Common stock and opt

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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