

BLACKSTONE CAPITAL PARTNERS III MERCHANT BANKING FUND LP

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
**BLACKSTONE MANAGEMENT
ASSOCIATES III LLC**

(Last) (First) (Middle)

**C/O THE BLACKSTONE GROUP
L.P., 345 PARK AVENUE**

(Street)

NEW YORK, NY 10154

(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 ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ 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)
			Code	V	Amount	(A) or (D)	Price			
Common stock, par value \$0.01 per share	09/08/2011		J ⁽¹⁾		32,149,860	D	\$ 25.5	0	I	See footnotes ⁽²⁾ ⁽⁵⁾ ⁽⁶⁾
Common stock, par value \$0.01 per share	09/08/2011		J ⁽¹⁾		5,727,916	D	\$ 25.5	0	I	See footnotes ⁽³⁾ ⁽⁵⁾ ⁽⁶⁾
Common stock, par	09/08/2011		J ⁽¹⁾		2,417,731	D	\$ 25.5	0	I	See footnotes

value
\$0.01 per
share

(4) (5) (6)

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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

BLACKSTONE MANAGEMENT ASSOCIATES III LLC
C/O THE BLACKSTONE GROUP L.P.
345 PARK AVENUE
NEW YORK, NY 10154

X

BLACKSTONE CAPITAL PARTNERS III MERCHANT BANKING FUND
LP
C/O THE BLACKSTONE GROUP L.P.
345 PARK AVENUE
NEW YORK, NY 10154

X

BLACKSTONE OFFSHORE CAPITAL PARTNERS III LP
C/O THE BLACKSTONE GROUP L.P.
345 PARK AVENUE
NEW YORK, NY 10154

X

SCHWARZMAN STEPHEN A
C/O THE BLACKSTONE GROUP L.P.

X

345 PARK AVENUE
NEW YORK, NY 10154

Signatures

/s/ Stephen A. Schwarzman	09/09/2011
__Signature of Reporting Person	Date
/s/ Robert L. Friedman, as a member of Blackstone Management Associates III L.L.C.	09/09/2011
__Signature of Reporting Person	Date
/s/ Robert L. Friedman, as a member of Blackstone Management Associates III L.L.C., the general partner Blackstone Capital Partners III Merchant Banking Fund L.P.	09/09/2011
__Signature of Reporting Person	Date
/s/ Robert L. Friedman, as a member of Blackstone Management Associates III L.L.C., the general partner Blackstone Offshore Capital Partners III L.P.	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).
- (1) Stock disposed of pursuant to the Agreement and Plan of Merger among Reynolds Group Holdings Limited, Bucephalas Acquisition Corp. and Graham Packaging Company Inc., dated as of June 17, 2011, as amended by the amendment thereto, dated as of June 27, 2011, pursuant to which, among other things Graham Packaging Company Inc. merged with and into Bucephalas Acquisition Corp., with Bucephalas Acquisition Corp. as the surviving entity. The merger consideration per share of common stock consisted of cash in an amount equal to \$25.50.
 - (2) Shares of common stock owned directly by Blackstone Capital Partners III Merchant Banking Fund L.P. ("BCP III").
 - (3) Shares of common stock owned directly by Blackstone Offshore Capital Partners III L.P. ("BOCP III").
 - (4) Shares of common stock owned directly by Blackstone Family Investment Partnership III L.P. ("BFIP III").
 - (5) Blackstone Management Associates III L.L.C. is the sole general partner of BCP III and BFIP III and the sole investment general partner of BOCP III.
 - (6) Blackstone Management Associates III L.L.C. is controlled by Stephen A. Schwarzman, one of its founders.

Remarks:

The reporting persons each disclaim beneficial ownership of the securities reported herein except to the extent of each of their

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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