Hassfurther Thomas A Form 4 October 02, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

Number:

3235-0287

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January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Hassfurther Thomas A

(First)

(Street)

(State)

Symbol

(Middle)

(Zip)

5. Relationship of Reporting Person(s) to Issuer

PACKAGING CORP OF

AMERICA [PKG]

(Check all applicable)

3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner X\_ Officer (give title \_ Other (specify

09/30/2009

below)

below) Exec. VP

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

1900 WEST FIELD COURT

Filed(Month/Day/Year)

LAKE FOREST, IL 60045

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1.Title of | 2. Transaction Date | 2A. Deemed         | 3.                            | 3. 4. Securities Acquired |     |              | 5. Amount of     | 6. Ownership | 7. Nature of |
|------------|---------------------|--------------------|-------------------------------|---------------------------|-----|--------------|------------------|--------------|--------------|
| Security   | (Month/Day/Year)    | Execution Date, if | Transaction(A) or Disposed of |                           |     | Securities   | Form: Direct     | Indirect     |              |
| (Instr. 3) |                     | any                | Code                          | Code (D)                  |     | Beneficially | (D) or           | Beneficial   |              |
|            |                     | (Month/Day/Year)   | (Instr. 8)                    | (Instr. 3, 4 and 5)       |     | Owned        | Indirect (I)     | Ownership    |              |
|            |                     |                    |                               |                           |     |              | Following        | (Instr. 4)   | (Instr. 4)   |
|            |                     |                    |                               |                           | ( ) |              | Reported         |              |              |
|            |                     |                    |                               |                           | (A) |              | Transaction(s)   |              |              |
|            |                     |                    | $\alpha + w$                  | A                         | or  | ъ.           | (Instr. 3 and 4) |              |              |
|            |                     |                    | Code V                        | Amount                    | (D) | Price        |                  |              |              |
| Common     | 09/30/2009          |                    | A                             | 10,000                    | Α   | \$ 0         | 108,720          | D            |              |
| Stock      | 07/30/2007          |                    | 11                            | 10,000                    | 11  | (1)          | 100,720          | D            |              |
|            |                     |                    |                               |                           |     |              |                  |              | 1 401(1)     |
| Common     |                     |                    |                               |                           |     |              | 5,798            | Ī            | by 401(k)    |
| Stock      |                     |                    |                               |                           |     |              | 3,770            |              | plan         |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2.          | 3. Transaction Date |                    | 4.         | 5.         | 6. Date Exer |            | 7. Title     |          | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|--------------|------------|--------------|----------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti  | orNumber   | Expiration D | ate        | Amou         | nt of    | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/  | Year)      | Under        | lying    | Security    | Secur  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e            |            | Securi       | ties     | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities |              |            | (Instr.      | 3 and 4) |             | Own    |
|             | Security    |                     |                    |            | Acquired   |              |            |              |          |             | Follo  |
|             |             |                     |                    |            | (A) or     |              |            |              |          |             | Repo   |
|             |             |                     |                    |            | Disposed   |              |            |              |          |             | Trans  |
|             |             |                     |                    |            | of (D)     |              |            |              |          |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |              |            |              |          |             |        |
|             |             |                     |                    |            | 4, and 5)  |              |            |              |          |             |        |
|             |             |                     |                    |            |            |              |            |              |          |             |        |
|             |             |                     |                    |            |            |              |            |              | Amount   |             |        |
|             |             |                     |                    |            |            | Date         | Expiration |              | or       |             |        |
|             |             |                     |                    |            |            | Exercisable  | *          | Title Number |          |             |        |
|             |             |                     |                    |            |            | Excicisable  |            |              | of       |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |              |            |              | Shares   |             |        |

## **Reporting Owners**

| <b>Reporting Owner Name / Address</b> | Keittionships |           |         |       |  |  |  |
|---------------------------------------|---------------|-----------|---------|-------|--|--|--|
|                                       | Director      | 10% Owner | Officer | Other |  |  |  |

Hassfurther Thomas A

1900 WEST FIELD COURT Exec. VP

LAKE FOREST, IL 60045

## **Signatures**

Kent A. Pflederer, attorney in fact 10/01/2009

\*\*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).

Relationshins

(1) Restricted stock award

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.

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