

Lennox Peter T  
Form 4  
December 10, 2010

**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 \*  
Lennox Peter T

2. Issuer Name and Ticker or Trading Symbol  
Graham Packaging Co Inc. [GRM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
2401 PLEASANT VALLEY ROAD

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/08/2010

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

SVP, GM Food and Beverages

(Street)  
YORK, PA 17402

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

(City) (State) (Zip)

**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)	(A) or (D)	5. Amount or Price	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)
Common stock, par value \$0.01 per share	12/08/2010		C	9,186	A	\$ 0 <sup>(1)</sup>	9,186	D	
Common stock, par value \$0.01 per share	12/08/2010		S <sup>(2)</sup>	4,202	D	\$ 12.64	4,984	D	
Common stock, par value \$0.01 per share	12/08/2010		S <sup>(2)</sup>	4,984	D	\$ 12.65	0	D	

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Common stock, par value \$0.01 per share	12/09/2010	C	3,000	A	\$ 0 <sup>(1)</sup>	3,000	D
Common stock, par value \$0.01 per share	12/09/2010	S <sup>(2)</sup>	3,000	D	\$ 12.67	0	D

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
Options to purchase limited partnership units (right to buy)	\$ 6.82	12/08/2010		M	4,202	<sup>(3)</sup> 12/31/2011	Limited partnership units 4,202
Options to purchase limited partnership units (right to buy)	\$ 9.72	12/08/2010		M	4,984	<sup>(4)</sup> 03/06/2018	Limited partnership units 4,984
Options to purchase limited partnership units (right to buy)	\$ 9.72	12/09/2010		M	3,000	<sup>(5)</sup> 03/06/2018	Limited partnership units 3,000
	<sup>(6)</sup>	12/08/2010		M	4,202	<sup>(6)</sup> <sup>(6)</sup>	4,202



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- The limited partnership units of Graham Packaging Holdings Company are, subject to certain restrictions in a Management Option Unit
- (6) 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.

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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