Graham Packaging Co Inc.

Form 4

February 09, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

response...

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

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MURPHY JOHN RAYMOND

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Graham Packaging Co Inc. [GRM]

(Check all applicable)

(Last)

(First) (Middle)

2. Transaction Date 2A. Deemed

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

4. If Amendment, Date Original

(Instr. 8)

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

below)

Applicable Line)

2401 PLEASANT VALLEY ROAD

(Street)

02/07/2011

6. Individual or Joint/Group Filing(Check

(Instr. 4)

Filed(Month/Day/Year)

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

YORK, PA 17402

1.Title of

Security

(Instr. 3)

(City) (State) (Zip)

4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

Following Reported

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(Instr. 3, 4 and 5)

(A)

or

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

(Month/Day/Year)

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SEC 1474 (9-02)

(Instr. 4)

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

1. Title of 3. Transaction Date 3A. Deemed 5. Number of 6. Date Exercisable and 7. Title and Amount of 4 Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A)

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	Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Options to purchase common stock (right to buy)	\$ 16.72	02/07/2011	A		13,050		<u>(1)</u>	02/06/2021	Common stock, par value \$0.01 per share	13,050

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MURPHY JOHN RAYMOND

2401 PLEASANT VALLEY ROAD X

YORK, PA 17402 **Signatures**

/s/ William E. Hennessey, as designated signatory

02/09/2011

**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 stock options vest in four equal annual installments beginning on the first anniversary of the grant date. The stock options have been granted to Mr. Murphy in connection with his appointment to the Board of Directors of Graham Packaging Company Inc. effective as of February 07, 2011.

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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