CALHOUN STEPHEN T

Form 4 July 26, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 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

OMB APPROVAL

OMB Number:

3235-0287

2005

January 31, Expires:

Estimated average burden hours per

response... 0.5

(Print or Type Responses)

1(b).

(Last)

(C:tr.)

1. Name and Address of Reporting Person * **CALHOUN STEPHEN T**

(Zin)

(First) (Middle)

1900 WEST FIELD COURT

(Street)

(State)

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

AMERICA [PKG]

PACKAGING CORP OF

07/23/2010

Symbol

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 Other (specify below)

VP Human Resources

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

LAKE FOREST, IL 60045

(City)	(State) (Table Table	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. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount		Price	(Instr. 3 and 4)			
Common Stock	07/23/2010		M	5,500	A	\$ 15.5	72,071	D		
Common Stock	07/23/2010		S	100	D	\$ 24.07	71,971	D		
Common Stock	07/23/2010		S	200	D	\$ 24.1	71,771	D		
Common Stock	07/23/2010		S	100	D	\$ 24.11	71,671	D		
Common Stock	07/23/2010		S	100	D	\$ 24.12	71,571	D		

Edgar Filing: CALHOUN STEPHEN T - Form 4

Common Stock	07/23/2010	S	400	D	\$ 24.15	71,171	D	
Common Stock	07/23/2010	S	100	D	\$ 24.19	71,071	D	
Common Stock	07/23/2010	S	300	D	\$ 24.21	70,771	D	
Common Stock	07/23/2010	S	100	D	\$ 24.22	70,671	D	
Common Stock	07/23/2010	S	100	D	\$ 24.24	70,571	D	
Common Stock	07/23/2010	S	200	D	\$ 24.25	70,371	D	
Common Stock	07/23/2010	S	441	D	\$ 24.26	69,930	D	
Common Stock	07/23/2010	S	400	D	\$ 24.26	69,530	D	
Common Stock	07/23/2010	S	100	D	\$ 24.29	69,430	D	
Common Stock	07/23/2010	S	200	D	\$ 24.33	69,230	D	
Common Stock	07/23/2010	S	4,000	D	\$ 24.34	65,230	D	
Common Stock	07/23/2010	S	100	D	\$ 24.38	65,130	D	
Common Stock	07/23/2010	S	200	D	\$ 24.4	64,930	D	
Common Stock	07/23/2010	S	100	D	\$ 24.42	64,830	D	
Common Stock	07/23/2010	S	100	D	\$ 24.43	64,730	D	
Common Stock	07/23/2010	S	100	D	\$ 24.45	64,630	D	
Common Stock						5,107	I	by 401(k) plan

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 displays a currently valid OMB control number.

SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

Edgar Filing: CALHOUN STEPHEN T - Form 4

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
Option (right to buy)	\$ 15.5	07/23/2010		M	5,500	<u>(1)</u>	06/18/2011	Common Stock	5,500

De Sec (In

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CALHOUN STEPHEN T 1900 WEST FIELD COURT LAKE FOREST, IL 60045

VP Human Resources

Signatures

Kent A. Pflederer, attorney in fact 07/26/2010

**Signature of Reporting Person Dat

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) This option was fully vested.

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.

Reporting Owners 3