

PACKAGING CORP OF AMERICA  
 Form 4  
 May 17, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 STECKO PAUL T

2. Issuer Name and Ticker or Trading Symbol  
 PACKAGING CORP OF AMERICA [PKG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/16/2017

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

1955 WEST FIELD COURT

(Street)

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

LAKE FOREST, IL 60045

(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) |       |        | 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) |                        |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------|--------|---|--|-----------------------------------|------------------------|
|                                 |                                      |  |                                | Code  | V     | Amount |   |  |                                   | (A) or (D)             |
| Common Stock                    | 02/02/2017                           |  | G                              | V   | 8,043 | D      | \$ 0  | 0  | I                                 | By Trust<br><u>(1)</u> |
| Common Stock                    | 02/09/2017                           |  | G                              | V   | 110   | D      | \$ 0  | 69,154   | D                                 |                        |
| Common Stock                    | 02/17/2017                           |  | G                              | V   | 20    | D      | \$ 0  | 69,134   | D                                 |                        |
| Common Stock                    | 04/04/2017                           |  | G                              | V   | 225   | D      | \$ 0  | 68,909   | D                                 |                        |
| Common Stock                    | 05/16/2017                           |  | A                              |   | 486   | A      | \$ 0 <u>(2)</u>   | 69,395   | D                                 |                        |

Edgar Filing: PACKAGING CORP OF AMERICA - Form 4

Common Stock 05/16/2017 F 233 D \$ 102.89 69,162 D

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)

**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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| STECKO PAUL T<br>1955 WEST FIELD COURT<br>LAKE FOREST, IL 60045 |               | X         |         |       |

## Signatures

Kent A. Pflederer, attorney in fact 05/17/2017  
 \*\*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) By grantor retained annuity trust (GRAT) of which reporting person is trustee and annuitant and reporting person's children are remaindermen. The reported transaction reflects the final distribution of issuer shares to the remaindermen. Reporting person disclaims beneficial ownership of shares held by GRAT except to the extent of his pecuniary interest therein. 7,053 shares previously reported as held by GRAT are reported herein as directly held by reporting person.
  - (2) Share award for equity portion of directors fees.

## Edgar Filing: PACKAGING CORP OF AMERICA - Form 4

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.