

BERRY PLASTICS GROUP INC
 Form 4
 July 24, 2013

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 *
 Apollo Management Holdings GP, LLC

2. Issuer Name and Ticker or Trading Symbol
 BERRY PLASTICS GROUP INC
 [BERY]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 9 W. 57TH STREET, 43RD FLOOR
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/23/2013

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

NEW YORK, NY 10019

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)	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 Indirect Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price		
Common Stock	07/23/2013		S	15,803,456	D	\$ 20.873	33,728,218	I	See footnote (1)

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

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SEC 1474 (9-02)

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

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Apollo Management Holdings GP, LLC 9 W. 57TH STREET 43RD FLOOR NEW YORK, NY 10019		X		
APOLLO INVESTMENT FUND V LP 2 MANHATTANVILLE RD C/O APOLLO ADVISORS LP PURCHASE, NY 10577		X		
APOLLO ADVISORS V LP 2 MANHATTANVILLE RD C/O APOLLO ADVISORS LP PURCHASE, NY 10577		X		
Apollo Capital Management V, Inc. TWO MANHATTANVILLE ROAD SUITE 203 PURCHASE, NY 10577		X		
APOLLO INVESTMENT FUND VI L P 2 MANHATTAVILLE RD PURCHASE, NY 10577		X		
Apollo Advisors VI, L.P. ONE MANHATTANVILLE ROAD SUITE 201 PURCHASE, NY 10577		X		
APOLLO MANAGEMENT V LP 2 MANHATTANVILLE RD C/O APOLLO ADVISORS LP PURCHASE, NY 10577		X		

AIF V Management, LLC
2 MANHATTANVILLE ROAD
SUITE 203
PURCHASE, NY 10577 X

Apollo Management VI, L.P.
9 WEST 57TH STREET
43RD FLOOR
NEW YORK, NY 10019 X

AIF VI Management, LLC
9 WEST 57TH STREET
43RD FLOOR
NEW YORK, NY 10019 X

Signatures

see signatures attached as
Exhibit 99.2

07/24/2013

__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) See Exhibit 99.1.

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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