

Graham Donald C.
Form 4
October 15, 2010

FORM 4

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

OMB APPROVAL

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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 *
Graham Donald C.

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)
1420 SIXTH AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/13/2010

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

YORK, PA 17403

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/13/2010		S		10,331	D	\$ 12.2515
							1,256,318
							(5)
							See Notes 1, 2, 3, and 4. (1) (2) (3) (4)
Common Stock	10/14/2010		S		6,000	D	\$ 12.25
							1,250,318
							See Notes 1, 2, 3, and 4. (1) (2) (3) (4)
Common Stock	10/15/2010		S		6,600	D	\$ 12.3418
							1,243,718
							(6)
							See Notes 1, 2, 3, and 4. (1) (2) (3) (4)

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- On October 13, 2010, GAIP sold 10,331 shares of common stock of the issuer ("Shares") for \$12.2515 per Share on the open market. On
- (2) October 14, 2010, GAIP sold 6,000 Shares for \$12.25 per Share on the open market. On October 15, 2010, GAIP sold 6,600 Shares for \$12.3418 per Share on the open market.

- At the conclusion of the October 13, 14, and 15, 2010 transactions, Mr. Graham was the beneficial owner of 1,243,718 Shares, 488,818 of which were directly owned by GAIP, 452,940 of which were directly owned by GCC, and 301,960 of which were directly owned by GEC. At the conclusion of the October 13, 14, and 15, 2010 transactions, GPC Investments was the beneficial owner of 488,818 Shares, all of which were directly owned by GAIP.
- (3)

- (4) The reported securities are directly owned by GAIP, GCC and/or GEC. Mr. Graham and GPC Investments disclaim beneficial ownership of the reported securities except to the extent of their respective pecuniary interests therein.

- The price in column 4 is a weighted average. The prices actually received on sales made on October 13, 2010, ranged from \$12.25 to \$12.32. For all transactions reported in this Form 4 utilizing a weighted average price, the reporting person undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the range.
- (5)

- The price in column 4 is a weighted average. The prices actually received on sales made on October 15, 2010, ranged from \$12.31 to \$12.35. For all transactions reported in this Form 4 utilizing a weighted average price, the reporting person undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the range.
- (6)

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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