

BERRY PLASTICS GROUP INC  
 Form 4  
 August 24, 2016

**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 \*  
 Begle Curt

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)  
 101 OAKLEY STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 08/22/2016

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

EVANSVILLE, IN 47710

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 Beneficial Ownership (Instr. 4) |        |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------|---|
|                                 |                                      |  | Code                           | V   | Amount  | Price  |   |        |   |
| Common Stock                    | 08/22/2016                           |  | M                              |   | 4,734   | A \$ 16  | 33,854  | D      |   |
| Common Stock                    | 08/22/2016                           |  | S                              |   | 4,734   | D<br>(3)   | \$ 44.0002<br>(1)                                     | 29,120 | D |
| Common Stock                    | 08/23/2016                           |  | M                              |   | 15,266  | A \$ 16  | 44,386  | D      |   |
| Common Stock                    | 08/23/2016                           |  | S                              |   | 15,266  | D<br>(3)   | \$ 44.0461<br>(2)                                     | 29,120 | D |

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

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(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy)       | \$ 16  | 08/22/2016                           |  | M                              | 4,734   | <sup>(4)</sup> 10/02/2022                                | Common Stock  | 4,734                      |
| Employee Stock Option (Right to Buy)       | \$ 16  | 08/23/2016                           |  | M                              | 15,266  | <sup>(4)</sup> 10/02/2022                                | Common Stock  | 15,266                     |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |           |       |
|---|---------------|-----------|-----------|-------|
|   | Director      | 10% Owner | Officer   | Other |
| Begle Curt<br>101 OAKLEY STREET<br>EVANSVILLE, IN 47710 |               |           | President |       |

## Signatures

Jason K. Greene, as attorney-in-fact  
08/24/2016  
\*\*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).

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- Weighted average from 2 transactions with prices ranging from \$44.0000 to \$40.0100 per share. Upon request by the Commission Staff,
- (1) the issuer, or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares purchased at each separate price.
- Weighted average from 18 transactions with prices ranging from \$44.0000 to \$40.1800 per share. Upon request by the Commission Staff,
- (2) the issuer, or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares purchased at each separate price.
  - (3) Sale pursuant to trading plan meeting the requirements of SEC Rule 10b5-1 adopted by the reporting person on May 20, 2016.
  - (4) Granted under the 2012 Equity Incentive Plan. Option vest on each of the first five anniversaries of the date of grant, subject to the terms and conditions of the plan and award agreement

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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