GRAPHIC PACKAGING CORP

Form 4

January 06, 2006

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue. 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 See Instruction

(Print or Type Responses)

1(b).

(Last)

(City)

1.Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person *

BOTTA G ANDREA

(Middle)

(Zip)

2. Transaction Date 2A. Deemed

(First)

(State)

(Month/Day/Year)

814 LIVINGSTON COURT

(Street)

MARIETTA, GA 30067

2. Issuer Name and Ticker or Trading

Symbol

GRAPHIC PACKAGING CORP [GPK]

3. Date of Earliest Transaction

(Month/Day/Year) 01/04/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

X Form filed by One Reporting Person Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities

Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year)

(Instr. 8) (Instr. 3, 4 and 5)

Following Reported (A) Transaction(s) or

Code V Amount (D) Price

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

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number.

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

1. Title of Derivative Conversion

or Exercise

Security

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Price **Underlying Securities** (Instr. 3 and 4)

1

Deriva

Securi

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005 Estimated average

burden hours per

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting

6. Ownership

Form: Direct

(I)

(Instr. 4)

(D) or Indirect Beneficial

(Check all applicable)

Issuer

below)

5. Amount of

Securities

Owned

Beneficially

(Instr. 3 and 4)

X_ Director

Applicable Line)

Officer (give title

response...

0.5

10% Owner

Other (specify

7. Nature of

Ownership

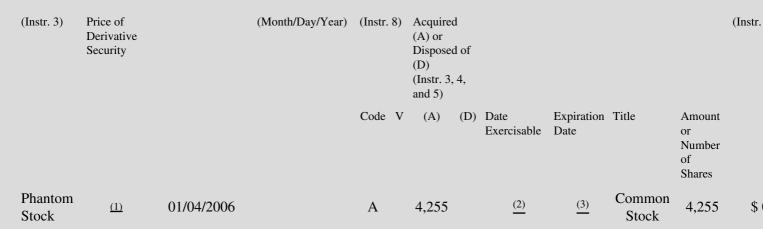
(Instr. 4)

SEC 1474

(9-02)

Indirect

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOTTA G ANDREA 814 LIVINGSTON COURT MARIETTA, GA 30067	X			

Signatures

G. Andrea Botta By: Stephen A. Hellrung, Attorney-in-Fact

**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) Convertible into shares of the Issuer's common stock on a one-for-one basis.
- (2) The phantom stock vests on the first anniversary of the date of grant.
- (3) The phantom stock will be paid in shares of the Issuer's common stock upon termination of the reporting person's service as a director.

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.

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