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

PACKAGINO Form 4 June 30, 2005		AMERICA									
FORM	Л								OMB APPROVAL		
	UNITE	Washington, D.C. 20549							OMB Number:	3235-0287	
Check this if no longe	<b>A</b> #	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								January 31, 2005	
subject to Section 16	SIAL									average rs per	
Form 4 or Form 5 obligations may contin <i>See</i> Instruct 1(b).	s Section	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							response n	0.5	
(Print or Type Re	esponses)										
KOWLZAN MARK W Sym PA				Issuer Name <b>and</b> Ticker or Trading nbol CKAGING CORP OF /IERICA [PKG]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 3. Date				of Earliest Transaction Day/Year)				Director       10% Owner         N Officer (give title       Other (specify below)         below)       sr. VP-Containerboard			
				endment, Date Original nth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li>Form filed by More than One Reporting</li> </ul>			
LAKE FORE	EST, IL 60043	5						Person	Iore than One Re	porting	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Execution any	emed on Date, if /Day/Year)	3. Transactio Code (Instr. 8) Code V		sposed	of	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)	
Common Stock	06/29/2005			А	15,500	А	\$0	195,500	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.

 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. Transactio Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 21.27	06/29/2005		A	15,500	<u>(1)</u>	06/29/2012	Common Stock	15,500

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
KOWLZAN MARK W C/O PACKING CORP OF AMERICA 1900 WEST FIELD COURT LAKE FOREST, IL 60045			Sr. VP-Containerboard			
Signatures						
/s/ Richard B. West under a Power of Attorney		06/29/200	5			

\*\*Signature of Reporting Person

## **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) The options vest in three annual installments beginning on June 29, 2006.

(2) Per SEC instruction, column left blank.

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.

Date