

BERRY GLOBAL GROUP INC
 Form 4
 May 17, 2017

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 *
RICKERTSEN CARL J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2017

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

101 OAKLEY STREET

(Street)

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

EVANSVILLE, IN 47710

(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 Ownership (Instr. 4)	
				Code	V	Amount				(A) or (D)
Common Stock	05/15/2017		M			15,119	\$ 17.59	15,119	D	Beneficial Ownership
Common Stock	05/15/2017		S			15,119	\$ 56.2624 (1)	0	D	Beneficial Ownership
Common Stock	05/16/2017		M			381	\$ 17.59	381	D	Beneficial Ownership
Common Stock	05/16/2017		S			381	\$ 56.4488 (3)	0	D	Beneficial Ownership
	05/16/2017		M			14,000	\$ 21	14,000	D	Beneficial Ownership

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Common
Stock

Common Stock	05/16/2017	S	14,000	D	\$ 56.4488	0	D
					<u>(3)</u>		

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 17.59	05/15/2017		D	15,119	<u>(2)</u> 01/21/2023	Common Stock	15,119	
Employee Stock Option (Right to Buy)	\$ 17.59	05/16/2017		D	381	<u>(2)</u> 01/21/2023	Common Stock	381	
Employee Stock Option (Right to Buy)	\$ 21	05/16/2017		D	14,000	<u>(2)</u> 11/25/2023	Common Stock	14,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X			

RICKERTSEN CARL J
101 OAKLEY STREET
EVANSVILLE, IN 47710

Signatures

Jason K. Greene, as attorney
in fact

05/17/2017

__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).

Weighted average from 11 transactions with prices ranging from \$56.25 to \$56.30 per share. Upon request by the Commission Staff, the
(1) 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.

(2) Option fully vested.

Weighted average from 16 transactions with prices ranging from \$56.40 to \$56.53 per share. Upon request by the Commission Staff, the
(3) 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.

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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