

BERRY PLASTICS GROUP INC

Form 3

January 10, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |          | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol   |  |
| Â Till James                              |          | (Month/Day/Year)                     | BERRY PLASTICS GROUP INC [BERY]  |  |
| (Last)                                    | (First)  | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |          |                                      |  |  |
| 101 OAKLEY STREET                         |          |                                      | (Check all applicable)   | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   | (Street) |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner                       | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| EVANSVILLE,Â INÂ 47710                    |          |                                      | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   | (City)   | (State)                              | EVP - Controller   |  |
|   |          | (Zip)                                |  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                 |   |  |   |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|  |  |   |  |   |   |
|--|--|---|--|---|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|  | Date Exercisable      Expiration Date                    | Title      Amount or Number of Shares                                       |  |   |   |

|   |       |            |                 |        |         |   |   |
|---|-------|------------|-----------------|--------|---------|---|---|
| Employee Stock Option<br>(Right to Buy) | Â (1) | 01/01/2021 | Common<br>Stock | 24,450 | \$ 6.12 | D | Â |
| Employee Stock Option<br>(Right to Buy) | Â (2) | 10/03/2022 | Common<br>Stock | 5,000  | \$ 16   | D | Â |
| Employee Stock Option<br>(Right to Buy) | Â (2) | 11/26/2023 | Common<br>Stock | 12,000 | \$ 21   | D | Â |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                    |       |
|---|---------------|-----------|--------------------|-------|
|   | Director      | 10% Owner | Officer            | Other |
| Till James<br>101 OAKLEY STREET<br>EVANSVILLE, IN 47710 | Â             | Â         | Â EVP - Controller | Â     |

## Signatures

/s/ James Till 01/10/2014

\_\_Signature of Date  
Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Granted under the 2006 Equity Incentive Plan. Option vests 20% on each of the first five anniversaries of the date of grant, subject to the terms and conditions of the Plan and award agreement.
- (2) Granted under the 2012 Equity Incentive Plan. Option vests 20% 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. 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.