

GRAPHIC PACKAGING HOLDING CO

Form 4/A

March 10, 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 *
 Yost Joseph P

2. Issuer Name **and** Ticker or Trading
 Symbol
 GRAPHIC PACKAGING
 HOLDING CO [GPK]

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

(Last) (First) (Middle)

1500 RIVEREDGE
 PARKWAY, SUITE 100

(Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/25/2017

____ Director ____ 10% Owner
 ___X___ Officer (give title below) ____ Other (specify below)
 SVP and President, Americas

ATLANTA, GA 30328

4. If Amendment, Date Original
 Filed(Month/Day/Year)
 02/28/2017

6. Individual or Joint/Group Filing(Check
 Applicable Line)
 ___X___ 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 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)
Common Stock	02/25/2017		M	59,811 A	\$ 0 387,087	D	
Common Stock	02/25/2017		F	28,478 D	\$ 13.52 358,609	D	

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 Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance-Based Restricted Stock Units	\$ 0	02/25/2017		M		38,096		02/25/2017	02/25/2017	Common Stock
Service-Based Restricted Stock Units	\$ 0	02/25/2017		M		19,048		02/25/2017	02/25/2017	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Yost Joseph P 1500 RIVEREDGE PARKWAY SUITE 100 ATLANTA, GA 30328			SVP and President, Americas	

Signatures

/s/Joseph P. Yost By: Laura Lynn Church,
Attorney-in-Fact

03/10/2017

____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).

(1) Based on the performance of the Company, each Performance-Based Restricted Stock Unit pays out in 1.07 shares of Common Stock.

Remarks:

This amendment is being filed to correct the number of shares withheld for taxes.

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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