

MENCOFF SAMUEL M
Form 4
January 29, 2007

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 *
MENCOFF SAMUEL M

2. Issuer Name and Ticker or Trading Symbol
PACKAGING CORP OF AMERICA [PKG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/25/2007

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

THREE FIRST NATIONAL PLAZA, SUITE 3800

(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

CHICAGO, IL 60602

(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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, \$0.01 par value | 01/25/2007 | | J ⁽¹⁾ | | 571,894 | D | \$ 0 | 11,773,010 | I | Through PCA Holdings LLC ⁽²⁾ ⁽³⁾ |
| Common Stock, \$0.01 par value | 01/25/2007 | | J ⁽⁴⁾ | | 5,822 | A | \$ 0 | 10,288 | I | Through Madison Dearborn Partners, LLC ⁽²⁾ ⁽⁵⁾ |
| Common Stock, | 01/25/2007 | | J ⁽⁶⁾ | | 3,067 | A | \$ 0 | 9,752 | I | Through Emily |

| | | | | | | | | | |
|--------------------------------|------------|-------------------|--------|---|------|---------|---|--|--|
| \$0.01 par value | | | | | | | | | Case Mencoff - Dynasty Trust <u>(2)</u> <u>(7)</u> |
| Common Stock, \$0.01 par value | 01/25/2007 | J ⁽⁸⁾ | 3,067 | A | \$ 0 | 9,752 | I | | Through Samuel Keefer Mencoff - Dynasty Trust <u>(2)</u> <u>(7)</u> |
| Common Stock, \$0.01 par value | 01/25/2007 | J ⁽⁹⁾ | 3,067 | A | \$ 0 | 9,752 | I | | Through George Grove Mencoff - Dynasty Trust <u>(2)</u> <u>(7)</u> |
| Common Stock, \$0.01 par value | 01/25/2007 | J ⁽¹⁰⁾ | 43,037 | A | \$ 0 | 106,482 | 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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

MENCOFF SAMUEL M
 THREE FIRST NATIONAL PLAZA X X
 SUITE 3800
 CHICAGO, IL 60602

Signatures

/s/ SAMUEL M. 01/29/2007
 MENCOFF

 **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) Reflects the continuation of a pro rata distribution of shares of common stock of the issuer by Madison Dearborn Partners III, L.P. ("MDP III"), the record and direct beneficial owner of the shares, to its partners, including Madison Dearborn Partners, LLC ("MDP LLC"), the sole general partner of MDP III, on January 25, 2007. The pro rata distribution was commenced by PCA Holdings LLC ("Holdings") on December 7, 2006, as previously reported by the reporting person.
 The reporting person expressly disclaims beneficial ownership of 11,812,554 shares reported in Table I as indirectly beneficially owned, except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of these shares for purposes of Section 16 or for any other purpose.
 - (2) Holdings is the record and direct beneficial owner of 11,773,010 shares. The shares held by Holdings may be deemed to be beneficially owned by Madison Dearborn Capital Partners III, L.P. ("MDCP III"), the managing member of Holdings, a fund affiliated with MDCP III, MDP III, the sole general partner of MDCP III and the fund affiliated with MDCP III, and MDP LLC. The reporting person is a managing director and member of MDP LLC and may be deemed to have an indirect pecuniary interest in the shares owned by Holdings to the extent of the reporting person's indirect proportionate interest in Holdings.
 - (3) Consists of shares of common stock of the issuer received by MDP LLC as a result of the distribution by MDP III to its partners.
 MDP LLC is the record and direct beneficial owner of a total of 10,288 shares received by MDP LLC as a result of distributions by MDP III to its partners. The reporting person is a managing director and member of MDP LLC and may be deemed to have an indirect pecuniary interest in the shares owned by MDP LLC to the extent of the reporting person's proportionate interest in MDP LLC.
 - (4) Consists of shares of common stock of the issuer received by Emily Case Mencoff - Dynasty Trust or its immediate transferee as a result of the distribution by MDP III to its partners.
 Each of the Emily Case Mencoff - Dynasty Trust, Samuel Keefer Mencoff - Dynasty Trust and George Grove Mencoff - Dynasty Trust (collectively, the "Trusts") or their immediate transferees is the record and direct beneficial owners of 9,752 shares received as a result of distributions by MDP III to its partners. These shares are held in trust for the benefit of the reporting person's children. The reporting person's spouse is trustee of the Trusts.
 - (5) Consists of shares of common stock of the issuer received by Samuel Keefer Mencoff - Dynasty Trust or its immediate transferee as a result of the distribution by MDP III to its partners.
 - (6) Consists of shares of common stock of the issuer received by George Grove Mencoff - Dynasty Trust or its immediate transferee as a result of the distribution by MDP III to its partners.
 - (7) Consists of shares of common stock of the issuer received by the reporting person as a result of the distribution by MDP III to its partners.
 - (8)
 - (9)
 - (10)

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.