

KOWLZAN MARK W
Form 4
August 29, 2012

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 *
KOWLZAN MARK W

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)
1955 WEST FIELD COURT
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/28/2012

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

LAKE FOREST, IL 60045

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

(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 | (D) | Price |
| Common Stock | 08/28/2012 | | M | | 10,666 | A | \$ 18.36 |
| | | | | | | | 459,740 |
| Common Stock | 08/28/2012 | | S | | 10,666 | D | \$ 31.963 |
| | | | | | | | (1) 449,074 |
| Common Stock | 08/29/2012 | | M | | 6,134 | A | \$ 18.36 |
| | | | | | | | 455,208 |
| Common Stock | 08/29/2012 | | M | | 17,500 | A | \$ 20.96 |
| | | | | | | | 472,708 |
| Common Stock | 08/29/2012 | | S | | 23,634 | D | \$ 32.0045 |
| | | | | | | | (2) 449,074 |

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Common Stock 9,271 I by 401(k) plan

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

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SEC 1474 (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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (right to buy) | \$ 18.36 | 08/28/2012 | | M | 10,666 | <u>(3)</u> 06/20/2013 | Common Stock | 10,666 |
| Option (right to buy) | \$ 18.36 | 08/29/2012 | | M | 6,134 | <u>(3)</u> 06/20/2013 | Common Stock | 6,134 |
| Option (right to buy) | \$ 20.96 | 08/29/2012 | | M | 17,500 | <u>(3)</u> 06/20/2013 | Common Stock | 17,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KOWLZAN MARK W 1955 WEST FIELD COURT LAKE FOREST, IL 60045 | X | | CEO | |

Signatures

Kent A. Pfleiderer, attorney in fact 08/29/2012

__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) The price listed is the weighted average sale price. The actual sales prices for these shares ranged between \$31.90 and \$32.00. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request.
- (2) The price listed is the weighted average sale price. The actual sales prices for these shares ranged between \$32.00 and \$32.03. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request.
- (3) This option was fully vested.

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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