

PACKAGING CORP OF AMERICA
 Form 5
 February 14, 2017

FORM 5

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

OMB APPROVAL
 OMB Number: 3235-0362
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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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2016

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

THREE FIRST NATIONAL PLAZA

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

CHICAGO, IL 60602

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	10/15/2013	Â	P4	1,582.88 A \$ 57.1126	227,588.88	D	Â
Common Stock	01/15/2014	Â	P4	1,424.186 A \$ 63.9211	229,013.066	D	Â
Common Stock	04/15/2014	Â	P4	1,349.81 A \$ 67.8653	230,362.876	D	Â
Common Stock	07/15/2014	Â	P4	1,353.144 A \$ 68.0971	231,716.02	D	Â
	10/15/2014	Â	P4	1,508.109 A	233,224.129	D	Â

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Common Stock						\$	61.4587			
Common Stock	01/15/2015	Â	P4	1,186.95	A	\$	78.5961	234,411.079	D	Â
Common Stock	04/15/2015	Â	P4	1,640.323	A	\$	78.598	236,051.402	D	Â
Common Stock	07/15/2015	Â	P4	2,073.477	A	\$	62.6138	238,124.879	D	Â
Common Stock	10/15/2015	Â	P4	1,924.128	A	\$	68.0665	240,049.007	D	Â
Common Stock	01/15/2016	Â	P4	2,231.836	A	\$	59.1562	242,280.843	D	Â
Common Stock	04/15/2016	Â	P4	2,204.317	A	\$	60.4516	244,485.16	D	Â
Common Stock	07/15/2016	Â	P4	1,900.551	A	\$	70.7515	246,385.711	D	Â
Common Stock	10/14/2016	Â	P4	1,928.605	A	\$	80.4846	248,314.316	D	Â
Common Stock	04/15/2013	Â	P4	436.66	A	\$	44.8941	63,167.785	I	Through family limited partnership
Common Stock	07/15/2013	Â	P4	501.419	A	\$	50.3912	63,669.204	I	Through family limited partnership
Common Stock	10/15/2013	Â	P4	445.921	A	\$	57.1126	64,115.125	I	Through family limited partnership
Common Stock	01/15/2014	Â	P4	401.214	A	\$	63.9211	64,516.339	I	Through family limited partnership
Common Stock	04/15/2014	Â	P4	380.261	A	\$	67.8653	64,896.6	I	Through family limited partnership
Common Stock	07/15/2014	Â	P4	381.2	A	\$	68.0971	65,277.8	I	Through family limited partnership
	10/15/2014	Â	P4	424.856	A			65,702.656	I	

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Common Stock						\$ 61.4587				Through family limited partnership
Common Stock	01/15/2015	Â	P4	334.381	A	\$ 78.5961	66,037.037	I		Through family limited partnership
Common Stock	04/15/2015	Â	P4	462.103	A	\$ 78.598	66,499.14	I		Through family limited partnership
Common Stock	07/15/2015	Â	P4	584.129	A	\$ 62.6138	67,083.269	I		Through family limited partnership
Common Stock	10/15/2015	Â	P4	542.055	A	\$ 68.0665	67,625.324	I		Through family limited partnership
Common Stock	01/15/2016	Â	P4	628.741	A	\$ 59.1562	68,254.065	I		Through family limited partnership
Common Stock	04/15/2016	Â	P4	620.988	A	\$ 60.4516	68,875.053	I		Through family limited partnership
Common Stock	07/15/2016	Â	P4	535.413	A	\$ 70.7515	69,410.466	I		Through family limited partnership
Common Stock	10/14/2016	Â	P4	543.316	A	\$ 80.4846	69,953.782	I		Through family limited partnership

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. of D
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MENCOFF SAMUEL M THREE FIRST NATIONAL PLAZA CHICAGO, IL 60602	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signatures

Kent A. Pfleiderer, attorney
in fact

02/14/2017

__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).

Remarks:

All transactions reported herein reflect the automatic reinvestment of dividends paid on issuer's common stock.

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