BERRY PLASTICS GROUP INC

Form 4 May 26, 2016

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average burden hours per

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OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

response...

See Instruction

30(h) of the Investment Company Act of 1940 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading RICH JONATHAN D Issuer Symbol BERRY PLASTICS GROUP INC (Check all applicable) [BERY] (Last) (First) (Middle) 3. Date of Earliest Transaction _X_ Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) 101 OAKLEY STREET 05/24/2016 Chief Executive Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **EVANSVILLE, IN 47710** Person

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	Disposed (Instr. 3,	(A) of (D) 4 and (A) or)) 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	05/24/2016		Code V $G_{\underline{(1)}}$	Amount 3,894	(D)	Price	0	I	By Jonathan D. Rich 2014 GRAT II
Common Stock	05/25/2016		G(2)	4,695	D	\$ 0	0	I	By Jonathan D. Rich 2014 GRAT

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

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(e.g., puts, calls, warrants, options, convertible securities)

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Tit	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
									Amount		
						Date	Expiration	m	or		
						Exercisable	Date	Title	Number		
					/ L \				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
Transfer and the same	Director 10% Owner		Officer	Other				
RICH JONATHAN D								
101 OAKLEY STREET	X		Chief Executive Officer					

Signatures

EVANSVILLE, IN 47710

Jason K. Greene, as attorney-in-fact 05/26/2016

**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).
- On May 24, 2016 the remaining 3,894 shares held by the Jonathan D. Rich GRAT BP Trust W/A DTD 5/27/2014 were distributed, in an (1) end of annuity term distribution, to trusts for the benefit of the reporting person's adult children. The reporting person is neither a trustee nor beneficiary of the recipient trusts.
- On May 25, 2016 the remaining 4,695 shares held by the Jonathan D. Rich GRAT BP Trust W/A DTD 2/04/2014 were distributed, in an end of annuity term distribution, to trusts for the benefit of the reporting person's adult children. The reporting person is neither a trustee nor beneficiary of the recipient trusts.

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.

Reporting Owners 2