

BERRY PLASTICS GROUP INC
 Form 4
 February 17, 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 *
 Greene Jason K.

2. Issuer Name and Ticker or Trading Symbol
 BERRY PLASTICS GROUP INC
 [BERY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 101 OAKLEY STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/15/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP - Chief Legal Officer

EVANSVILLE, IN 47710
 (City) (State) (Zip)

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

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 | 02/15/2017 | | M | | 4,890 | A | \$ 8.16 |
| | | | | | | | 5,140 |
| Common Stock | 02/15/2017 | | S | | 4,890 | D | \$ 49.4703 |
| | | | | | | | 250 |
| Common Stock | 02/15/2017 | | M | | 500 | A | \$ 16 |
| | | | | | | | 750 |
| Common Stock | 02/15/2017 | | S | | 500 | D | \$ 49.4703 |
| | | | | | | | 250 |
| | 02/15/2017 | | M | | 10,000 | A | \$ 21 |
| | | | | | | | 10,250 |

Common
Stock

| | | | | | | | | |
|-----------------|------------|--|---|--------|---|---------------|-----|---|
| Common Stock | 02/15/2017 | | S | 10,000 | A | \$ 49.4703 | 250 | D |
| | | | | | | <u>(1)</u> | | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 8.16 | 02/15/2017 | | M | 4,890 | <u>(3)</u> 12/31/2021 | Common Stock | 4,890 | |
| Employee Stock Option (Right to Buy) | \$ 16 | 02/15/2017 | | M | 500 | <u>(2)</u> 10/02/2022 | Common Stock | 500 | |
| Employee Stock Option (Right to Buy) | \$ 21 | 02/15/2017 | | M | 10,000 | <u>(2)</u> 11/25/2023 | Common Stock | 10,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|----------------------------------|
| | Director 10% Owner Officer Other |
| | EVP - Chief Legal Officer |

Greene Jason K.
101 OAKLEY STREET
EVANSVILLE, IN 47710

Signatures

Jason K. Greene 02/17/2017

**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).
Weighted average from 21 transactions with prices ranging from \$49.3600 to \$49.5500 per share. Upon request by the Commission Staff,
 - (1) the issuer, or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares purchased at each separate price.
 - (2) Granted under the 2012 Equity Incentive Plan. Option vest on each of the first five anniversaries of the date of grant, subject to the terms and conditions of the plan and award agreement.
 - (3) Granted under the 2006 Equity Incentive Plan. Option vest on each of the first five anniversaries of the date of grant, subject to the terms and conditions of the plan and award agreement.

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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