

BLACKSTONE CAPITAL PARTNERS III MERCHANT BANKING FUND LP

Form 3

February 10, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

BLACKSTONE MANAGEMENT ASSOCIATES III LLC

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP L.P., 345 PARK AVENUE

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

2. Date of Event Requiring Statement

02/10/2010
 (Month/Day/Year)

3. Issuer Name and Ticker or Trading Symbol
 Graham Packaging Co Inc. [GRM]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common stock, par value \$0.01 per share	32,149,860	I	See footnotes (1) (4) (5)
Common stock, par value \$0.01 per share	5,727,916	I	See footnotes (2) (4) (5)
Common stock, par value \$0.01 per share	2,417,731	I	See footnotes (3) (4) (5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BLACKSTONE MANAGEMENT ASSOCIATES III LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	^	^ X	^	^
BLACKSTONE CAPITAL PARTNERS III MERCHANT BANKING FUND LP C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	^	^ X	^	^
BLACKSTONE OFFSHORE CAPITAL PARTNERS III LP C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154	^	^ X	^	^
SCHWARZMAN STEPHEN A C/O THE BLACKSTONE GROUP L.P. 345 PARY AVENUE NEW YORK, NY 10154	^	^ X	^	^

Signatures

/s/ Stephen A. Schwarzman	02/09/2010
**Signature of Reporting Person	Date
/s/ Robert L. Friedman, as a member of Blackstone Management Associates III L.L.C.	02/09/2010
**Signature of Reporting Person	Date
/s/ Robert L. Friedman, as a member of Blackstone Management Associates III L.L.C., the general partner of Blackstone Capital Partners III Merchant Banking Fund L.P.	02/09/2010
**Signature of Reporting Person	Date
/s/ Robert L. Friedman, as a member of Blackstone Management Associates III L.L.C., the general partner of Blackstone Offshore Capital Partners III L.P.	02/09/2010
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).

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- (1) Shares of common stock owned directly by Blackstone Capital Partners III Merchant Banking Fund L.P. ("BCP III").
- (2) Shares of common stock owned directly by Blackstone Offshore Capital Partners III L.P. ("BOCP III").
- (3) Shares of common stock owned directly by Blackstone Family Investment Partnership III L.P. ("BFIP III").
- (4) Blackstone Management Associates III L.L.C. is the sole general partner of BCP III and BFIP III and the sole investment general partner of BOCP III .
- (5) Blackstone Management Associates III L.L.C. is controlled by Stephen A. Schwarzman, one of its founders.

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Remarks:

TheÂ reportingÂ personsÂ eachÂ disclaimÂ beneficialÂ ownershipÂ ofÂ theÂ securitiesÂ reportedÂ hereinÂ exceptÂ toÂ t

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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