

WEST RICHARD B
Form 4
March 01, 2011

FORM 4

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

OMB APPROVAL

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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 *
WEST RICHARD B

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)
1900 WEST FIELD COURT
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP & CFO

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	02/28/2011		M		3,040	A	\$ 15.5
							159,756
Common Stock	02/28/2011		S		3,040	D	\$ 29.0027
							<u>(1)</u>
Common Stock	03/01/2011		M		20,960	A	\$ 15.5
							177,676
Common Stock	03/01/2011		S		20,960	D	\$ 28.7403
							<u>(2)</u>
							6,874
							I

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The price listed is the weighted average sale price. The actual sales prices for these shares ranged between \$29.00 and \$29.01. 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 \$28.56 and \$29.08. 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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