

PACKAGING CORP OF AMERICA
 Form 5
 February 14, 2017

FORM 5

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

OMB APPROVAL

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 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) | Amount | (A) or (D) | Price | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|-------------|--|--|---|
| 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.

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 | 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 |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|---------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|---------|

