

PACKAGING CORP OF AMERICA

Form 4

May 08, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
STECKO PAUL T

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)

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/04/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman/Chief Exec Officer

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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/04/2007		M		125,000 A \$ 12	316,000	D
Common Stock	05/04/2007		S		1,000 D \$ 26.16	315,000	D
Common Stock	05/04/2007		S		1,400 D \$ 26.15	313,600	D
Common Stock	05/04/2007		S		600 D \$ 26.14	313,000	D
Common Stock	05/04/2007		S		1,500 D \$ 26.13	311,500	D

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Common Stock	05/04/2007	S	100	D	\$ 26.12	311,400	D	
Common Stock	05/04/2007	S	800	D	\$ 26.11	310,600	D	
Common Stock	05/04/2007	S	2,500	D	\$ 26.1	308,100	D	
Common Stock	05/04/2007	S	400	D	\$ 26.09	307,700	D	
Common Stock	05/04/2007	S	1,900	D	\$ 26.08	305,800	D	
Common Stock	05/04/2007	S	700	D	\$ 26.07	305,100	D	
Common Stock	05/04/2007	S	2,200	D	\$ 26.06	302,900	D	
Common Stock	05/04/2007	S	6,067	D	\$ 26.05	296,833	D	
Common Stock	05/04/2007	S	2,000	D	\$ 26.04	294,833	D	
Common Stock	05/04/2007	S	3,500	D	\$ 26.03	291,333	D	
Common Stock	05/04/2007	S	2,600	D	\$ 26.02	288,733	D	
Common Stock	05/04/2007	S	4,500	D	\$ 26.01	284,233	D	
Common Stock	05/04/2007	S	41,600	D	\$ 26	242,633	D	
Common Stock	05/04/2007	S	23,800	D	\$ 25.99	218,833	D	
Common Stock	05/04/2007	S	6,600	D	\$ 25.98	212,233	D	
Common Stock	05/04/2007	S	11,000	D	\$ 25.96	201,233	D	
Common Stock	05/04/2007	S	10,233	D	\$ 25.95	191,000	D	
Common Stock						60,000	I ⁽¹⁾	By Trust
Common Stock						3,130	I ⁽²⁾	By 401(k) Plan

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

SEC 1474
(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (right to buy)	\$ 12	05/04/2007		M	125,000	⁽³⁾ 05/12/2010	Common Stock 125,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STECKO PAUL T	X		Chairman/Chief Exec Officer	

Signatures

/s/ Paul T. Stecko 05/07/2007

**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).
- (1) By Paul T. Stecko 1999 Dynastic Trust.
- (2) As of December 31, 2006, the reporting person held 3,130 shares of PKG common stock under the PKG 401(k) Plan.
- (3) The reported securities are immediately exercisable.
- (4) Per SEC instructions, column left blank.

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.