

RICH JONATHAN D
Form 4
August 11, 2017

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 *
RICH JONATHAN D

2. Issuer Name and Ticker or Trading Symbol
BERRY GLOBAL 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)
08/09/2017

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

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)
Common Stock	08/09/2017		M	V	112,687 A \$ 6.12	338,037	D
Common Stock	08/09/2017		D ⁽¹⁾		112,687 D \$ 56.9864	225,350	D
Common Stock	08/10/2017		M	V	74,022 A \$ 6.12	299,372	D
Common Stock	08/10/2017		D ⁽¹⁾		74,022 D \$ 57.0504	225,350	D

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Weighted average from 51 transactions with prices ranging from \$56.72 to \$57.24 per share. Upon request by the Commission Staff, 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.

- (3) Weighted average from 81 transactions with prices ranging from \$56.755 to \$57.43 per share. Upon request by the Commission Staff, 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.
- (4) 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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