HENNESSEY WILLIAM E Form 3 February 10, 2010 FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB approval

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 <u>*</u> HENNESSEY WILLIAM E			2. Date of Event Requiring Statement (Month/Day/Year)	3. Issuer Name and Ticker or Trading Symbol Graham Packaging Co Inc. [GRM]				
(Last)	(First)	(Middle)	02/10/2010	4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)	
2401 PLEASANT VALLEY ROAD				(Check all applicable)				
(Street) YORK, PA 17402			Director 10% Officer Other (give title below) (specify belov VP,Corp. Contr. & Trease		ow)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - I	Non-Deriva	tive Securiti	es Be	neficially Owned	
1.Title of Secu (Instr. 4)	rity		2. Amount o Beneficially (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)		ture of Indirect Beneficial ership . 5)	
Reminder: Rep owned directly	or indirectly. Perso inforr requi	ons who res nation cont red to respo	ach class of securities benefic spond to the collection of ained in this form are no ond unless the form disp MB control number.	F t	SEC 1473 (7-02)		

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

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	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	ve Security: Direct (D) or Indirect (I)	

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January 31,

2005

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Number:

Expires:

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						(Instr. 5)	
Options to purchase limited partnership units (right to buy)	(1)	09/30/2017	Limited partnership units. (2)	56,721	\$ 8.68 (2)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
HENNESSEY WILLIAM E 2401 PLEASANT VALLEY ROAD YORK, PA 17402	Â	Â	VP,Corp. Contr. & Treasurer	Â		
Signatures						
/s/ Michael L. Korniczky, as designated signatory		02/1	.0/2010			

Explanation of Responses:

**Signature of Reporting Person

- * 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).

Date

(1) Represents options to purchase limited partnership units in Graham Packaging Holdings Company which vest in four equal annual installments beginning on the first anniversary of the grant date (October 1, 2007).

The limited partnership units of Graham Packaging Holdings Company are, subject to certain restrictions in a Management Limited(2) Partnership Unit Exchange Agreement, exchangeable on a one-for-one basis for shares of Graham Packaging Company Inc. common

stock, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications.

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Remarks:

Exhibit List: Exhibit 99 - Confirming Statement

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.