Graham Packaging Co Inc.

Form 3

February 10, 2010

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

OMB APPROVAL

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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 *

MICHAEL GARY G

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

02/10/2010

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Graham Packaging Co Inc. [GRM]

2401 PLEASANT VALLEY

ROAD

(Street)

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

_X__ Director Officer

10% Owner Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

YORK, PAÂ 17402

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

(I) (Instr. 5)

Ownership Form: Direct (D)

Table I - Non-Derivative Securities Beneficially Owned

Ownership (Instr. 5)

or Indirect

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

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)

Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial

Date Exercisable

Expiration Date

Title Amount or Number of Security

Security: Direct (D) or Indirect (Instr. 5)

Ownership

Shares

(I)

(Instr. 5)

Options to purchase limited partnership units (right to buy)	(1)	09/30/2012	Limited partnership units. (3)	58,612	\$ 7.67 <u>(3)</u>	D	Â
Options to purchase limited partnership units (right to buy)	(2)	09/29/2019	Limited partnership units. (3)	18,907	\$ 13.4 <u>(3)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Othe		
MICHAEL GARY G 2401 PLEASANT VALLEY ROAD YORK, PA 17402	ÂΧ	Â	Â	Â		

Signatures

/s/ Michael L. Korniczky, as designated signatory

02/10/2010

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Represents vested options to purchase limited partnership units in Graham Packaging Holdings Company which are immediately exercisable.
- (2) 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 date of grant (September 30, 2009).
- The limited partnership units of Graham Packaging Holdings Company are, subject to certain restrictions in a Management Limited

 (3) 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.

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