Pflederer Kent A. Form 3 May 09, 2012

FORM 3

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 *

Pflederer Kent A.

(Last) (First) (Middle) 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Statement (Month/Day/Year)

05/08/2012

PACKAGING CORP OF AMERICA [PKG]

(Check all applicable)

4. Relationship of Reporting

Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

PACKAGING CORPORATION OF AMERICA, 1955 W. FIELD CT.

(Street)

Director _X__ Officer

Other (give title below) (specify below) VP, Gen. Counsel & Sec.

10% Owner

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

Person

Form filed by More than One

Reporting Person

LAKE FOREST. ILÂ 60045

(City) (State) (Zip)

1. Title of Security

(Instr. 4)

Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities

Beneficially Owned (Instr. 4)

3. Ownership 4. Nature of Indirect Beneficial Ownership

(Instr. 5)

Form: Direct (D) or Indirect (I)

(Instr. 5)

Â Common Stock 25,400 D

Common Stock 2,322 Ι through 401(k) plan

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

SEC 1473 (7-02)

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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

Conversion or Exercise

Ownership

6. Nature of Indirect Beneficial Ownership

(Instr. 5) Form of

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Option (right to buy)	(1)	06/20/2014	Common Stock	1,250	\$ 25.82	D	Â

Reporting Owners

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Other			
Pflederer Kent A. PACKAGING CORPORATION OF AMERICA 1955 W. FIELD CT. LAKE FOREST. IL 60045	Â	Â	VP, Gen. Counsel & Sec.	Â			

Signatures

Kent A.
Pflederer

**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) This option was fully vested.

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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