

WEST RICHARD B
Form 4
July 28, 2008

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 *
WEST RICHARD B

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)
1900 WEST FIELD COURT

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/24/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior VP & CFO

LAKE FOREST, IL 60045

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 (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	07/24/2008		S	1,300 D \$ 25.57	114,340	D	
Common Stock	07/24/2008		S	300 D \$ 25.59	114,040	D	
Common Stock	07/24/2008		S	2,300 D \$ 25.61	111,740	D	
Common Stock	07/24/2008		S	2,700 D \$ 25.62	109,040	D	
Common Stock	07/24/2008		S	1,800 D \$ 25.64	107,240	D	

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Common Stock	07/24/2008	S	2,700	D	\$ 25.65	104,540	D	
Common Stock	07/24/2008	S	1,200	D	\$ 25.66	103,340	D	
Common Stock	07/24/2008	S	600	D	\$ 25.67	102,740	D	
Common Stock	07/24/2008	S	300	D	\$ 25.68	102,440	D	
Common Stock	07/24/2008	S	100	D	\$ 25.69	102,340	D	
Common Stock	07/24/2008	S	300	D	\$ 25.7	102,040	D	
Common Stock	07/24/2008	S	200	D	\$ 25.71	101,840	D	
Common Stock	07/24/2008	S	800	D	\$ 25.72	101,040	D	
Common Stock	07/24/2008	S	1,300	D	\$ 25.73	99,740	D	
Common Stock	07/24/2008	S	1,600	D	\$ 25.77	98,140	D	
Common Stock	07/24/2008	S	100	D	\$ 25.78	98,040	D	
Common Stock	07/24/2008	S	100	D	\$ 25.8	97,940	D	
Common Stock	07/24/2008	S	100	D	\$ 25.81	97,840	D	
Common Stock	07/24/2008	S	300	D	\$ 25.85	97,540	D	
Common Stock	07/24/2008	S	800	D	\$ 25.86	96,740	D	
Common Stock	07/24/2008	S	300	D	\$ 25.87	96,440	D	
Common Stock	07/24/2008	S	2,800	D	\$ 25.88	93,640	D	
Common Stock						4,670	I	by 401(k) plan

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

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SEC 1474
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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEST RICHARD B 1900 WEST FIELD COURT LAKE FOREST, IL 60045			Senior VP & CFO	

Signatures

Kent Pfleiderer, attorney
in fact 07/28/2008

**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).

Remarks:

This is the third of three Form 4 filings made by the Reporting Person on the date hereof to report transactions made on July 28, 2008.

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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