

BERRY PLASTICS GROUP INC

Form 4

October 31, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Salmon Tom

2. Issuer Name **and** Ticker or Trading
Symbol
BERRY PLASTICS 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)
10/30/2014

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
President

EVANSVILLE, IN 47710

4. If Amendment, Date Original
Filed(Month/Day/Year)

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 - 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	10/30/2014		M	6,300	A \$ 8.16	31,700	D
Common Stock	10/30/2014		S	6,300 (1)	D \$ 25.5606 (2)	25,400	D
Common Stock	10/30/2014		M	6,400	A \$ 9.21	31,800	D
Common Stock	10/30/2014		S	6,400 (1)	D \$ 25.5606 (2)	25,400	D
	10/30/2014		M	500	A \$ 16	25,900	D

Edgar Filing: BERRY PLASTICS GROUP INC - Form 4

Common
Stock

Common Stock	10/30/2014	S	500 ⁽¹⁾	D	\$ 25.5606 <u>(2)</u>	25,400	D
-----------------	------------	---	--------------------	---	-----------------------------	--------	---

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

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.

SEC 1474
(9-02)

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
				Code	V	(A)	(D)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 8.16	10/30/2014		M		6,300	⁽³⁾ 06/05/2017	Common Stock 6,300
Employee Stock Option (Right to Buy)	\$ 9.21	10/30/2014		M		6,400	⁽³⁾ 01/01/2018	Common Stock 6,400
Employee Stock Option (Right to Buy)	\$ 16	10/30/2014		M		500	⁽⁴⁾ 10/02/2022	Common Stock 500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

Salmon Tom
101 OAKLEY STREET
EVANSVILLE, IN 47710

President

Signatures

Jason K. Greene, as
attorney-in-fact

10/31/2014

__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).

(1) Sale pursuant to trading plan meeting the requirements of SEC Rule 10b5-1 adopted by the reporting person on August 25, 2014.

Weighted average from 23 transactions with prices ranging from \$25.50 to \$25.78 per share. Upon request by the Commission Staff, the

(2) 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) Granted under the 2006 Equity Incentive Plan. All options are vested.

(4) Granted under the 2012 Equity Incentive Plan. All options are 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.