

GREIF INC

Form 4/A

December 21, 2004

**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 \*  
**DEMPSEY MICHAEL H**

(Last) (First) (Middle)

**425 WINTER ROAD**

(Street)

**DELAWARE, OH 43015**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**GREIF INC [GEF,GEF.B]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/17/2004**

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
**12/20/2004**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Class B<br>Common<br>Stock            | 12/17/2004                              |                                                             | G                                       | 420 D                                                                      | \$ 0<br>(1) 507,657                                                                                                | D                                                                    |                                                                   |
| Class B<br>Common<br>Stock            | 12/17/2004                              |                                                             | G                                       | 420 A                                                                      | \$ 0<br>(1) 420                                                                                                    | I                                                                    | See<br>footnote.<br>(2)                                           |
| Class A<br>Common<br>Stock            |                                         |                                                             |                                         |                                                                            | 874                                                                                                                | D                                                                    |                                                                   |
| Class B<br>Common<br>Stock            |                                         |                                                             |                                         |                                                                            | 110,185                                                                                                            | I                                                                    | See<br>footnote.<br>(3)                                           |

|                            |           |   |                         |
|----------------------------|-----------|---|-------------------------|
| Class B<br>Common<br>Stock | 5,375,904 | I | See<br>footnote.<br>(4) |
| Class A<br>Common<br>Stock | 2,349     | I | See<br>footnote.<br>(4) |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Report<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                                |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |         |       |
|------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                            | Director      | 10% Owner | Officer | Other |
| DEMPSEY MICHAEL H<br>425 WINTER ROAD<br>DELAWARE, OH 43015 | X             | X         |         |       |

## Signatures

Michael H. Dempsey by John K. Dieker pursuant to a Power of Attorney filed with the Commission

12/21/2004

\_\_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).

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- (1) Gift to the Henry C. Dempsey Irrevocable Trust, Shannon Dempsey Trustee.

These shares are held in a trust for the benefit of the reporting person's son. The reporting person's spouse is the trustee of the trust. The

- (2) reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

- (3) Michael H. Dempsey is the trustee of the Naomi C. Dempsey Charitable Lead Annuity Trust.

- (4) Michael H. Dempsey is the trustee of the Naomi C. Dempsey trust.

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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