

BERRY PLASTICS GROUP INC  
 Form 4  
 November 17, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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 \*  
 Thompson Jeffrey D.

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)  
 11/16/2015

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Executive Vice President

EVANSVILLE, IN 47710

(City) (State) (Zip)

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

**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)
			Code	V	Amount	(D)	Price
Common Stock	11/16/2015		M		23,875	A	\$ 8.16
							55,487
Common Stock	11/16/2015		S		23,875	D	\$ 35.5911
							<u>(1)</u>
Common Stock	11/16/2015		M		60,000	A	\$ 16
							91,612
Common Stock	11/16/2015		S		60,000	D	\$ 35.5911
							<u>(1)</u>
	11/16/2015		M		14,000	A	\$ 21
							45,612

Common  
Stock

Common Stock	11/16/2015	S	14,000	D	\$ 35.5911 <u>(1)</u>	31,612	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 8.16	11/16/2015		M	23,875	<u>(2)</u> 12/31/2016	Common Stock 23,875
Employee Stock Option (Right to Buy)	\$ 16	11/16/2015		M	60,000	<u>(3)</u> 10/02/2022	Common Stock 60,000
Employee Stock Option (Right to Buy)	\$ 21	11/16/2015		M	14,000	<u>(3)</u> 11/25/2023	Common Stock 14,000

## Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
			Other
			Executive Vice President

Thompson Jeffrey D.  
101 OAKLEY STREET  
EVANSVILLE, IN 47710

## Signatures

Jason K. Greene, as  
attorney-in-fact

11/17/2015

\_\_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).

- Weighted Average from 71 transactions with prices ranging from \$35.29 to \$35.93 per share. Upon request by the Commission Staff, the
- (1) issuer, or a security holder of the issuer, the reporting person will undertake to provide full information regarding the # of shares sold at each price.
  - (2) Granted under the 2006 Equity Incentive Plan. All options are vested.
  - (3) Granted under the 2012 Equity Incentive Plan. Options vest 20% on each of the first five anniversaries of the grant date, subject to the terms and conditions of the Plan and award.

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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