

BLACKSTONE CAPITAL PARTNERS III MERCHANT BANKING FUND LP  
 Form 4  
 September 09, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 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 \*  
**BLACKSTONE MANAGEMENT ASSOCIATES III LLC**

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP L.P., 345 PARK AVENUE

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Graham Packaging Co Inc. [GRM]**

3. Date of Earliest Transaction (Month/Day/Year)  
 09/08/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
 \_\_\_X\_\_\_ 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	(A) or (D)	Price	
Common stock, par value \$0.01 per share	09/08/2011		J <sup>(1)</sup>		32,149,860	D	\$ 25.5 0	See footnotes (2) (5) (6)
Common stock, par value \$0.01 per share	09/08/2011		J <sup>(1)</sup>		5,727,916	D	\$ 25.5 0	See footnotes (3) (5) (6)
Common stock, par	09/08/2011		J <sup>(1)</sup>		2,417,731	D	\$ 25.5 0	See footnotes

value (4) (5) (6)  
 \$0.01 per  
 share

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. Price of Derivative Security (Instr. 5)	9. Nu
				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
BLACKSTONE MANAGEMENT ASSOCIATES III LLC C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
BLACKSTONE CAPITAL PARTNERS III MERCHANT BANKING FUND LP C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
BLACKSTONE OFFSHORE CAPITAL PARTNERS III LP C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
SCHWARZMAN STEPHEN A C/O THE BLACKSTONE GROUP L.P.		X		

345 PARK AVENUE  
NEW YORK, NY 10154

## Signatures

/s/ Stephen A. Schwarzman	09/09/2011
__Signature of Reporting Person	Date
/s/ Robert L. Friedman, as a member of Blackstone Management Associates III L.L.C.	09/09/2011
__Signature of Reporting Person	Date
/s/ Robert L. Friedman, as a member of Blackstone Management Associates III L.L.C., the general partner Blackstone Capital Partners III Merchant Banking Fund L.P.	09/09/2011
__Signature of Reporting Person	Date
/s/ Robert L. Friedman, as a member of Blackstone Management Associates III L.L.C., the general partner Blackstone Offshore Capital Partners III L.P.	09/09/2011
__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) Stock disposed of pursuant to the Agreement and Plan of Merger among Reynolds Group Holdings Limited, Bucephalas Acquisition Corp. and Graham Packaging Company Inc., dated as of June 17, 2011, as amended by the amendment thereto, dated as of June 27, 2011, pursuant to which, among other things Graham Packaging Company Inc. merged with and into Bucephalas Acquisition Corp., with Bucephalas Acquisition Corp. as the surviving entity. The merger consideration per share of common stock consisted of cash in an amount equal to \$25.50.
  - (2) Shares of common stock owned directly by Blackstone Capital Partners III Merchant Banking Fund L.P. ("BCP III").
  - (3) Shares of common stock owned directly by Blackstone Offshore Capital Partners III L.P. ("BOCP III").
  - (4) Shares of common stock owned directly by Blackstone Family Investment Partnership III L.P. ("BFIP III").
  - (5) Blackstone Management Associates III L.L.C. is the sole general partner of BCP III and BFIP III and the sole investment general partner of BOCP III.
  - (6) Blackstone Management Associates III L.L.C. is controlled by Stephen A. Schwarzman, one of its founders.

### Remarks:

The reporting persons each disclaim beneficial ownership of the securities reported herein except to the extent of each of their

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.