

BERRY PLASTICS GROUP INC
 Form 4
 November 17, 2015

FORM 4

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

OMB APPROVAL

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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

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 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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(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)	Amount or Number of Shares	
				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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