

STECKO PAUL T
Form 4
July 28, 2008

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 *
STECKO PAUL T

2. Issuer Name and Ticker or Trading Symbol
PACKAGING CORP OF AMERICA [PKG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1900 WEST FIELD COURT
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/24/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

LAKE FOREST, IL 60045

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)
				(A) or (D)	Price		
Common Stock	07/24/2008		S	1,000	D \$ 25.63	269,100	D
Common Stock	07/24/2008		S	100	D \$ 25.635	269,000	D
Common Stock	07/24/2008		S	700	D \$ 25.64	268,300	D
Common Stock	07/24/2008		S	600	D \$ 25.645	267,700	D
Common Stock	07/24/2008		S	800	D \$ 25.65	266,900	D

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Common Stock	07/24/2008	S	400	D	\$ 25.655	266,500	D
Common Stock	07/24/2008	S	400	D	\$ 25.66	266,100	D
Common Stock	07/24/2008	S	100	D	\$ 25.675	266,000	D
Common Stock	07/24/2008	S	700	D	\$ 25.68	265,300	D
Common Stock	07/24/2008	S	1,200	D	\$ 25.685	264,100	D
Common Stock	07/24/2008	S	500	D	\$ 25.695	263,600	D
Common Stock	07/24/2008	S	500	D	\$ 25.7	263,100	D
Common Stock	07/24/2008	S	200	D	\$ 25.71	262,900	D
Common Stock	07/24/2008	S	1,100	D	\$ 25.735	261,800	D
Common Stock	07/24/2008	S	900	D	\$ 25.74	260,900	D
Common Stock	07/24/2008	S	600	D	\$ 25.745	260,300	D
Common Stock	07/24/2008	S	300	D	\$ 25.75	260,000	D
Common Stock	07/24/2008	S	300	D	\$ 25.755	259,700	D
Common Stock	07/24/2008	S	600	D	\$ 25.77	259,100	D
Common Stock	07/24/2008	S	100	D	\$ 25.86	259,000	D
Common Stock	07/24/2008	S	200	D	\$ 25.87	258,800	D
Common Stock	07/24/2008	S	400	D	\$ 25.88	258,400	D
Common Stock						60,000	I
Common Stock						4,433	I

By Paul T.
Stecko
Dynastic
Trust

by 401(k)
plan

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STECKO PAUL T 1900 WEST FIELD COURT LAKE FOREST, IL 60045	X		Chairman & CEO	

Signatures

Kent A. Pfleiderer, attorney
in fact 07/28/2008

__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).

Remarks:

This is the second of two Form 4 filings made by the reporting person on the date hereof to report transactions made on July 2

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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