

Sudan Ashok  
 Form 3  
 February 10, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Sudan Ashok		(Month/Day/Year)	Graham Packaging Co Inc. [GRM]	
(Last)	(First)	(Middle)	02/10/2010	
2401 PLEASANT VALLEY ROAD			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
YORK,Â PAÂ 17402			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			EVP and General Manager	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common stock, par value \$0.01 per share	19,110	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Options to purchase limited partnership units (right to buy)	Â (1)	01/21/2018	Limited partnership units. (5)	48,402	\$ 6.82 (5)	D	Â
Options to purchase limited partnership units (right to buy)	Â (1)	12/31/2011	Limited partnership units. (5)	9,831	\$ 6.82 (5)	D	Â
Options to purchase limited partnership units (right to buy)	Â (2)	12/31/2011	Limited partnership units. (5)	9,831	\$ 6.82 (5)	D	Â
Options to purchase limited partnership units (right to buy)	Â (1)	03/30/2013	Limited partnership units. (5)	18,907	\$ 7.83 (5)	D	Â
Options to purchase limited partnership units (right to buy)	Â (3)	03/30/2013	Limited partnership units. (5)	18,907	\$ 7.83 (5)	D	Â
Options to purchase limited partnership units (right to buy)	Â (4)	03/06/2018	Limited partnership units. (5)	109,661	\$ 9.72 (5)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sudan Ashok 2401 PLEASANT VALLEY ROAD YORK, PA 17402	Â	Â	Â	EVP and General Manager Â

## Signatures

/s/ Michael L. Korniczky, as designated signatory

02/10/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Represents vested options to purchase limited partnership units in Graham Packaging Holdings Company which are immediately exercisable.
  - (2) Represents 3,932 vested options to purchase limited partnership units in Graham Packaging Holdings Company which are immediately exercisable and 5,899 options which vest on January 1, 2011
  - (3) Represents 7,563 vested options to purchase limited partnership units in Graham Packaging Holdings Company which are immediately exercisable and 11,344 options which vest on March 31, 2012
  - (4) Represents options to purchase limited partnership units in Graham Packaging Holdings Company which vest in four equal annual installments beginning on the first anniversary of the grant date (March 7, 2008).

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- The limited partnership units of Graham Packaging Holdings Company are, subject to certain restrictions in a Management Limited
- (5) Partnership Unit Exchange Agreement, exchangeable on a one-for-one basis for shares of Graham Packaging Company Inc. common stock, subject to customary conversion rate adjustments for stock splits, stock dividends and reclassifications.

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**Remarks:**

ExhibitÂ List:Â ExhibitÂ 99Â -Â ConfirmingÂ Statement

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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