

GRAPHIC PACKAGING HOLDING CO  
Form 3  
May 29, 2008

**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 Geminder Philip H. II		(Month/Day/Year)	GRAPHIC PACKAGING HOLDING CO [GPK]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
814 LIVINGSTON COURT			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
	(Street)			__X__ Form filed by One Reporting Person
MARIETTA,Â GAÂ 30067			___ Director	___ 10% Owner
(City)	(State)	(Zip)	__X__ Officer	___ Other
			(give title below)	(specify below)
			VP, Chief Integration Officer	___ Form filed by More than One Reporting Person

**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	26,141	D	Â
Common Stock	1,217	I	By: 401(k) Plan

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

SEC 1473 (7-02)

**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.**

**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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
Restricted Stock Units	Â (1)	Â (2)	Common Stock	18,480	\$ 0	D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Geminder Philip H. II 814 LIVINGSTON COURT MARIETTA, GA 30067	Â	Â	Â VP, Chief Integration Officer	Â

## Signatures

/s/ Philip H. Geminder, II By: Laura Lynn Smith  
Attorney-in-Fact

05/29/2008

\_\_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) Restricted stock units will vest on the second anniversary of the date of grant. Shares are payable on the fourth anniversary of the date of grant or upon the occurrence of death, disability, retirement or involuntary termination without cause.
- (2) The restricted stock units terminate upon the delivery of shares as described in footnote 1.

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.