#### BERRY PLASTICS GROUP INC

Form 5

November 10, 2014

#### **OMB APPROVAL** FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Greene Jason K. Symbol BERRY PLASTICS GROUP INC (Check all applicable) [BERY] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) Director 10% Owner X\_ Officer (give title (Month/Day/Year) Other (specify below) below) 09/27/2014 EVP - General Counsel 101 OAKLEY STREET (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) EVANSVILLE, ÂINÂ 47710 \_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership (Instr. 8) of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) Amount (D) Price Persons who respond to the collection of information **SEC 2270** Reminder: Report on a separate line for each class of contained in this form are not required to respond unless securities beneficially owned directly or indirectly. (9-02)the form displays a currently valid OMB control number. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

# (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	à		C

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	Derivative Security				Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 21	Â	Â	3	Â	Â	(1)	11/26/2023	Common Stock	2,000
Employee Stock Option (Right to Buy)	\$ 15.04	Â	Â	3	Â	Â	(2)	07/01/2022	Common Stock	2,450

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director 10% Owner		Officer	Other			
Greene Jason K. 101 OAKLEY STREET EVANSVILLE, IN 47710	Â	Â	EVP - General Counsel	Â			

## **Signatures**

Jason K. Greene, as attorney-in-fact 11/10/2014

\*\*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).
- The reporting person's spouse was granted options for 2,000 shares of common stock on 11/26/13. The options were granted under the (1) 2012 Equity Incentive Plan and vest on each of the first five anniversaries of the date of grant, subject to the terms and conditions of the plan and award agreement.
- The reporting person's spouse held options for 2,450 shares of common stock on 1/3/13, the date on which the reporting person became

  (2) an officer of the issuer. The options were granted under the 2006 Equity Incentive Plan and vest on each of the first five anniversaries of the date of grant, subject to the terms and conditions of the plan and award agreement.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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