

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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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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (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 | By Paul T. Stecko Dynastic Trust |
| Common Stock | | | | | | 4,433 | I | by 401(k) plan |

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

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.

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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 Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

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 2008.
 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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