

HOOK JUDITH D
Form 4
December 12, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
HOOK JUDITH D

2. Issuer Name and Ticker or Trading Symbol
GREIF INC [GEF,GEF.B]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
425 WINTER ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/06/2011

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

DELAWARE, OH 43015

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class B Common Stock | 06/06/2011 | | G | | 75,000 | D | \$ 0 (1) 2,826,741 |
| Class B Common Stock | 11/01/2011 | | G | | 25,000 | D | \$ 0 (1) 2,801,741 |
| Class B Common Stock | 11/01/2011 | | G | | 200,000 | D | \$ 0 (2) 2,601,741 |
| Class B Common Stock | 11/01/2011 | | G | | 200,000 | A | \$ 0 (2) 200,000 |

See footnote. (3)

| | | | |
|----------------------------|-----------|---|-------------------------|
| Class B Common Stock | 23,334 | I | See footnote. (4) |
| Class B Common Stock | 211,860 | I | See footnote. (5) |
| Class B Common Stock | 2,127,026 | I | See footnote. (6) |

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. SEC 1474 (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 Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HOOK JUDITH D 425 WINTER ROAD DELAWARE, OH 43015 | X | X | | |

Signatures

Judith D. Hook by John K. Dieker pursuant to a POA filed with the Commission.

12/12/2011

__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).

- (1) Gift by the reporting person to a family trust. The reporting person does not have any voting control or pecuniary interest in the shares held by the family trust.
- (2) Transaction reflects gift by Judith D. Hook to a grantor retained annuity trust of which Judith D. Hook is the trustee.
- (3) By grantor retained annuity trust of which Judith D. Hook is the trustee.
- (4) The reporting person is the trustee of a family trust.
- (5) The reporting person is the trustee of a charitable lead annuity trust.
- (6) By trust, of which the reporting person is a co-trustee.

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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