

PACKAGING CORP OF AMERICA  
 Form 4  
 November 16, 2006

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

OMB APPROVAL  
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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 \*  
 SWEENEY WILLIAM J

2. Issuer Name and Ticker or Trading Symbol  
 PACKAGING CORP OF AMERICA [PKG]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Executive Vice President

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/15/2006

C/O PACKING CORP OF AMERICA, 1900 WEST FIELD COURT

(Street)

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

LAKE FOREST, IL 60045

(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)	(A) or (D)	Price	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 Ownership (Instr. 4)
Common Stock	11/15/2006		M	48,000	A	\$ 15.5	115,000	D	
Common Stock	11/15/2006		S	200	D	\$ 23.18	114,800	D	
Common Stock	11/15/2006		S	100	D	\$ 23.17	114,700	D	
Common Stock	11/15/2006		S	500	D	\$ 23.16	114,200	D	
	11/15/2006		S	2,100	D		112,100	D	

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Common Stock					\$ 23.15			
Common Stock	11/15/2006	S	1,000	D	\$ 23.14	111,100	D	
Common Stock	11/15/2006	S	100	D	\$ 23.13	111,000	D	
Common Stock	11/15/2006	S	100	D	\$ 23.12	110,900	D	
Common Stock	11/15/2006	S	2,200	D	\$ 23.11	108,700	D	
Common Stock	11/15/2006	S	3,500	D	\$ 23.1	105,200	D	
Common Stock	11/15/2006	S	2,200	D	\$ 23.09	103,000	D	
Common Stock	11/15/2006	S	800	D	\$ 23.08	102,200	D	
Common Stock	11/15/2006	S	500	D	\$ 23.07	101,700	D	
Common Stock	11/15/2006	S	100	D	\$ 23.06	101,600	D	
Common Stock	11/15/2006	S	300	D	\$ 23.04	101,300	D	
Common Stock	11/15/2006	S	2,000	D	\$ 23.03	99,300	D	
Common Stock	11/15/2006	S	7,300	D	\$ 23.02	92,000	D	
Common Stock	11/15/2006	S	3,300	D	\$ 23.01	88,700	D	
Common Stock	11/15/2006	S	21,700	D	\$ 23	67,000	D	
Common Stock						3,188	I <sup>(1)</sup>	By 401(k) Plan

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

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(9-02)

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 15.5	11/15/2006		M		48,000	(2) 06/18/2011	Common Stock	48,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SWEENEY WILLIAM J C/O PACKING CORP OF AMERICA 1900 WEST FIELD COURT LAKE FOREST, IL 60045			Executive Vice President	

## Signatures

/s/ William J. Sweeney 11/16/2006

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) As of June 30, 2006, the reporting person held 3,188 shares of PKG common stock under the PKG 401(k) Plan.
- (2) The reported securities are immediately exercisable.
- (3) Per SEC instructions, column left blank.

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.