

PACKAGING CORP OF AMERICA
 Form 4
 December 07, 2006

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

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2005
 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 *
 MADISON DEARBORN PARTNERS LLC

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)
 THREE FIRST NATIONAL PLAZA, SUITE 3800
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/07/2006

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

CHICAGO, IL 60602

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, \$0.01 par value | 12/07/2006 | | J ⁽¹⁾ | | 5,000,000 | D | \$ 0 | 11,773,010 | I | By PCA Holdings LLC ⁽²⁾ ⁽³⁾ |
| Common Stock, \$.01 par value | 12/07/2006 | | J ⁽⁴⁾ | | 571,894 | A | \$ 0 | 571,894 | I | By Madison Dearborn Partners III, L.P. ⁽⁵⁾ |
| Common Stock, | | | | | | | | 4,466 | D | |

\$0.01 par value

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. 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 |
| MADISON DEARBORN PARTNERS LLC THREE FIRST NATIONAL PLAZA SUITE 3800 CHICAGO, IL 60602 | | X | | |
| MADISON DEARBORN PARTNERS III LP THREE FIRST NATIONAL PLAZA SUITE 3800 CHICAGO, IL 60602 | | X | | |
| MADISON DEARBORN CAPITAL PARTNERS III LP THREE FIRST NATIONAL PLAZA SUITE 3800 CHICAGO, IL 60602 | | X | | |
| PCA HOLDINGS LLC THREE FIRST NATIONAL PLAZA SUITE 3800 CHICAGO, IL 60602 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Madison Dearborn Partners, LLC by Mark B. Tresnowski, its Managing Director | 12/07/2006 |
| __Signature of Reporting Person | Date |
| /s/ Madison Dearborn Partners III, L.P. by Madison Dearborn Partners, LLC, its General Partner, by Mark B. Tresnowski, its Managing Director | 12/07/2006 |
| __Signature of Reporting Person | Date |
| /s/ Madison Dearborn Capital Partners III, L.P. by Madison Dearborn Partners III, L.P., its General Partner, by Madison Dearborn Partners, LLC, its General Partner, by Mark B. Tresnowski, its Managing Director | 12/07/2006 |
| __Signature of Reporting Person | Date |
| /s/ PCA Holdings LLC, by Madison Dearborn Capital Partners III, L.P., its Managing Member, by Madison Dearborn Partners III, L.P., its General Partner, by Madison Dearborn Partners, LLC, its General Partner, by Mark B. Tresnowski, its Managing Director | 12/07/2006 |
| __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) Reflects a pro rata distribution of shares of common stock of the issuer by PCA Holdings LLC ("Holdings"), the record and direct beneficial owner of the shares, to its two members, Madison Dearborn Capital Partners III, L.P. ("MDCP III") and a fund affiliated with MDCP III (collectively, the "Funds") on December 7, 2006, which shares were further distributed pro rata by the Funds to their respective general and limited partners on that date.

(2) Holdings is the record and direct beneficial owner of 11,773,010 shares. The shares held by Holdings may be deemed to be beneficially owned by MDCP III, the managing member of Holdings, a fund affiliated with MDCP III, Madison Dearborn Partners III, L.P. ("MDP III"), the sole general partner of MDCP III and the fund affiliated with MDCP III, and Madison Dearborn Partners, LLC ("MDP LLC"), the sole general partner of MDP III.

(3) MDP LLC, MDP III, MDCP III and the fund affiliated with MDCP III each hereby disclaims any beneficial ownership of any shares directly held by Holdings, except to the extent of such reporting person's pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purpose.

(4) Consists of shares of common stock of the issuer received by MDP III, the sole general partner of MDCP III and the fund affiliated with MDCP III, as a result of the distribution by the Funds.

(5) MDP III is the record and direct beneficial owner of 571,894 shares. MDP III is the sole general partner of each of the Funds and, therefore, may be deemed to be the beneficial owner of the 11,773,010 shares held of record and beneficially owned by Holdings. The shares held by MDP III may be deemed to be beneficially owned by MDP LLC, the sole general partner of MDP III. MDP LLC hereby disclaims any beneficial ownership of any shares directly held by MDP III, except to the extent of such reporting person's pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purpose.

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.