

GRAPHIC PACKAGING CORP

Form 3

August 25, 2006

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â DOSS MICHAEL P

(Last) (First) (Middle)

814 LIVINGSTON COURT

(Street)

MARIETTA,Â GAÂ 30067

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

08/17/2006

3. Issuer Name **and** Ticker or Trading Symbol

GRAPHIC PACKAGING CORP [GPK]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

SVP, Consumer Products

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

55,162

D Â

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Expiration
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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				Shares		(I) (Instr. 5)	
Restricted Stock Units	Â (1)	03/17/2010	Common Stock	20,000	\$ 0	D	Â
Restricted Stock Units	Â (1)	02/16/2011	Common Stock	35,593	\$ 0	D	Â
Restricted Stock Units	Â (2)	05/17/2010	Common Stock	22,000	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOSS MICHAEL P 814 LIVINGSTON COURT MARIETTA, GA 30067	Â	Â	Â SVP, Consumer Products	Â

Signatures

/s/Michael P. Doss by Laura Lynn Smith,
Attorney-in-Fact

08/25/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- Restricted stock units vest in three equal annual installments beginning on the first anniversary of the date of grant. Shares are payable on
- (1) the day following the fifth anniversary of the date of grant or upon the occurrence of death, disability, retirement or involuntary termination without cause.
 - (2) Restricted stock units will vest on the second anniversary of the date of grant. Shares are payable on the day following the fourth anniversary of the date of grant or upon the occurrence of death, disability, retirement or involuntary termination without cause.

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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