

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>BURNS KEVIN R</u> (Last) (First) (Middle) <u>C/O TPG CAPITAL, L.P.,</u> <u>301 COMMERCE STREET, SUITE 3300</u> (Street) <u>FORT WORTH TX</u> <u>76102</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>07/17/2009</u>	3. Issuer Name and Ticker or Trading Symbol <u>GRAPHIC PACKAGING HOLDING CO [GPK]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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)
No securities are beneficially owned ⁽¹⁾	0	D	

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)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				

Explanation of Responses:

1. Mr. Kevin R. Burns is a partner of TPG Capital, L.P., which is affiliated with TPG Bluegrass IV - AIV 1, L.P.; TPG Bluegrass IV - AIV 2, L.P.; TPG Bluegrass V - AIV 1, L.P.; TPG Bluegrass V - AIV 2, L.P.; TPG FOF V - A, L.P.; and TPG FOF V - B, L.P. (collectively, the "TPG Funds"), which, collectively, directly hold 132,158,875 shares of common stock (the "Common Stock") of Graphic Packaging Holding Company (the "Issuer"). Mr. Burns disclaims beneficial ownership of the shares of Common Stock that are or may be beneficially owned by the TPG Funds or any of their affiliates. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that Mr. Burns is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any equity securities of the Issuer directly held by the TPG Funds or any of their affiliates.

Remarks:

(2) Clive D. Bode is signing on behalf of Mr. Burns pursuant to an authorization and designation letter dated March 5, 2007, which was previously filed with the Securities and Exchange Commission.

/s/ Clive D. Bode, on behalf of 07/17/2009
Kevin R. Burns (2)
 ** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.