

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>TPG Advisors IV, Inc.</u> <hr/> (Last) (First) (Middle) C/O TPG CAPITAL, L.P. 301 COMMERCE STREET, SUITE 3300 <hr/> (Street) FORT WORTH TX 76102 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/10/2008	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) Director <input checked="" type="checkbox"/> 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) Form filed by One Reporting Person <input checked="" type="checkbox"/> 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, par value \$0.01 per share	132,158,875	I	See Explanation of Responses <sup>(1)(2)</sup>

**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				

1. Name and Address of Reporting Person * <u>TPG Advisors IV, Inc.</u> <hr/> (Last) (First) (Middle) C/O TPG CAPITAL, L.P. 301 COMMERCE STREET, SUITE 3300 <hr/> (Street) FORT WORTH TX 76102 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person * <u>TPG Advisors V, Inc.</u> <hr/> (Last) (First) (Middle) C/O TPG CAPITAL, L.P. 301 COMMERCE STREET, SUITE 3300 <hr/> (Street) FORT WORTH TX 76102 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person * <u>BONDERMAN DAVID</u> <hr/> (Last) (First) (Middle) C/O TPG CAPITAL, L.P. 301 COMMERCE STREET, SUITE 3300 <hr/> (Street) FORT WORTH TX 76102 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person \*

COULTER JAMES G

(Last) (First) (Middle)

C/O TPG CAPITAL, L.P.  
301 COMMERCE STREET, SUITE 3300

(Street)  
FORT WORTH TX 76102

(City) (State) (Zip)

**Explanation of Responses:**

1. TPG Advisors IV, Inc., a Delaware corporation, is the general partner of TPG GenPar IV, L.P., a Delaware limited partnership, which is the sole general partner of each of TPG Bluegrass IV - AIV 1, L.P. and TPG Bluegrass IV - AIV 2, L.P. (collectively, the "TPG IV Funds"). Collectively, the TPG IV Funds directly hold 66,079,438 shares of Graphic Packaging Holding Company's common stock (the "Common Stock"). TPG Advisors V, Inc., a Delaware corporation, is the general partner of TPG GenPar V, L.P., a Delaware limited partnership, which is the sole general partner of each of 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 V Funds" and together with the TPG IV Funds, the "TPG Funds"). Collectively, the TPG V Funds directly hold 66,079,437 shares of Common Stock. David Bonderman and James G. Coulter are directors, officers and sole shareholders of TPG Advisors IV, Inc. and TPG Advisors V, Inc.

2. David Bonderman, James G. Coulter, TPG Advisors IV, Inc. and TPG Advisors V, Inc. (collectively, the "Reporting Persons") may be deemed to beneficially own the securities directly owned by the TPG Funds to the extent of the greater of their direct or indirect pecuniary interests in the profits or capital accounts of the TPG Funds. 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 the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any securities beneficially owned by the TPG Funds in excess of such amounts.

**Remarks:**

(3) Messrs. Bonderman and Coulter, TPG Advisors IV, Inc. and TPG Advisors V, Inc. are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act. (4) Clive D. Bode is signing on behalf of both Messrs. Bonderman and Coulter pursuant to authorization and designation letters dated August 31, 2006, which were previously filed with the SEC.

/s/ Clive D. Bode, Vice President  
and Secretary TPG Advisors IV,  
Inc. 03/20/2008

/s/ Clive D. Bode, Vice President  
and Secretary TPG Advisors V,  
Inc. 03/20/2008

/s/ Clive D. Bode, on behalf of  
David Bonderman (3)(4) 03/20/2008

/s/ Clive D. Bode, on behalf of  
James G. Coulter (3)(4) 03/20/2008

\*\* 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.**