

Schaffer Eldon W. II
Form 4
December 14, 2012

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Schaffer Eldon W. II

(Last) (First) (Middle)

C/O APTARGROUP, INC., 475
WEST TERRA COTTA AVE.,
SUITE E

(Street)

CRYSTAL LAKE, IL 60014

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
APTARGROUP INC [ATR]

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
__X__ Officer (give title _____ Other (specify
below) below)
Segment President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	Price		By 401(k) trust
Common Stock	12/12/2012		M	6,031 A	\$ 20.06	12,831	D
Common Stock	12/12/2012		S	6,031 D	\$ 47.9322 (1)	6,800	D
Common Stock	12/13/2012		M	7,969 A	\$ 20.06	14,769	D
	12/13/2012		M	15,000 A	\$ 24.25	29,769	D

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Common
Stock

Common Stock	12/13/2012	S	22,969	D	\$ 47.1971 (2)	6,800	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 47.9322	12/12/2012		M	6,031	06/03/2005 06/03/2014	Common Stock 6,031
Stock Option	\$ 47.1971	12/13/2012		M	7,969	06/03/2005 06/03/2014	Common Stock 7,969
Stock Option	\$ 47.1971	12/13/2012		M	15,000	01/19/2006 01/19/2015	Common Stock 15,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Schaffer Eldon W. II
C/O APTARGROUP, INC.
475 WEST TERRA COTTA AVE., SUITE E
CRYSTAL LAKE, IL 60014

Segment
President

Signatures

Eldon W. Schaffer II by Andrew Gorman as
attorney-in-fact

12/14/2012

__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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.90
(1) to \$48.04, inclusive. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the range set forth.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.85
(2) to \$47.63, inclusive. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the range set forth.

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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