GREIF INC Form 4 January 14, 2015

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 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(b).

1. Name and Address of Reporting Person * AVRIL VICKI L

(First) (Middle) (Last)

425 WINTER ROAD

(City)

(Street)

DELAWARE, OH 43015

2. Issuer Name and Ticker or Trading

Symbol

GREIF INC [GEF,GEF.B] 3. Date of Earliest Transaction

(Month/Day/Year) 01/12/2015

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

Code

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)

5. Amount of

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

(Instr. 4)

Code V Amount (D) Price

(A)

or

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

Price of

(Instr. 3)

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number 4 Transaction Derivative Code Securities (Instr. 8) Acquired

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. Price **Underlying Securities** (Instr. 3 and 4)

(9-02)

Deriva Securi (Instr.

	Derivative Security									
			Code	V (A	A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units (Cash Only Rights)	\$ 0 (1)	01/12/2015	A	16	.85	(2)	<u>(2)</u>	Class A Common Stock	16.85	\$ 44

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

AVRIL VICKI L

425 WINTER ROAD X

DELAWARE, OH 43015

Signatures

Vicki L. Avril by Gary R. Martz pursuant to a POA filed with the Commission.

01/14/2015

**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) Each phantom stock unit is the economic equivalent of one share of Class A Common Stock of Greif, Inc.
- (2) The phantom shares are to be settled in cash upon the Reporting Person's termination from the Board due to her retirement, death or other reason.
- (3) Includes 96.65 phantom units received on January 1, 2015 in lieu of payment of dividends on outstanding phantom units. Dividends paid on one phantom unit are equivalent in value to dividends paid on one share of Class A Common Stock.

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. ight-width: 1; border-bottom-width: 1"> Common Stock04/25/2006 S 192 $\frac{(4)}{5}$ D \$ 20.08 108,677 $\frac{(2)}{2}$ D Common Stock04/25/2006 S 603 $\frac{(4)}{5}$ D \$ 20.09 108,074 $\frac{(2)}{2}$ D Common Stock04/25/2006 S 466 $\frac{(4)}{5}$ D \$ 20.1 107,608 $\frac{(2)}{2}$ D Common Stock04/25/2006 S 603 $\frac{(4)}{5}$ D \$ 20.11 107,005 $\frac{(2)}{2}$ D Common Stock04/25/2006 S 630 $\frac{(4)}{5}$ D \$ 20.12 106,375 $\frac{(2)}{2}$ D Common Stock04/25/2006 S 137 $\frac{(4)}{5}$ D \$ 20.13 106,238 $\frac{(2)}{2}$ D Common Stock04/25/2006 S 329 $\frac{(4)}{5}$ D \$ 20.14 105,909 $\frac{(2)}{2}$ D Common Stock04/25/2006 S 1,699 $\frac{(4)}{5}$ D \$ 20.15 104,210 $\frac{(2)}{2}$ D Common Stock04/25/2006 S 1,534 $\frac{(4)}{5}$ D \$ 20.16 102,676 $\frac{(2)}{2}$ D Common Stock04/25/2006 S 329 $\frac{(4)}{5}$ D \$ 20.17 102,347 $\frac{(2)}{2}$ D Common Stock04/25/2006 S 795 $\frac{(4)}{5}$ D \$ 20.18 101,552 $\frac{(2)}{2}$ D Common Stock04/25/2006 S 27 $\frac{(4)}{5}$ D \$ 20.19 101,525 $\frac{(2)}{2}$ D Common Stock04/25/2006 S 4,411 $\frac{(4)}{5}$ D \$ 20.2 97,114 $\frac{(2)}{2}$ D Common Stock04/25/2006 S 1,863 $\frac{(4)}{5}$ D \$ 20.21 95,251 $\frac{(2)}{2}$ D Common Stock04/25/2006 S

Reporting Owners 2

1,260 (4) (5) D \$ 20.22 93,991 (2) D Common Stock 27,789.205 (7) I Savings Plan Common Stock

16,878.405 (6) I ESOP Common Stock 13,729.449 (8) I Supplemental Benefit Plan

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

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(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. Transactio Code (Instr. 8)	Securit Acquir	tive ies ed (A) oosed of	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 Options (Right to buy)	\$ 18.54						12/10/2002	12/10/2011	Common Stock	50,000
Stock Options (Right to buy)	\$ 18.57						12/01/2006	12/01/2015	Common Stock	25,000
Stock Options (Right to buy)	\$ 19.4						12/08/2004	12/08/2013	Common Stock	30,000
Stock Options (Right to buy)	\$ 20.0938						09/15/1998	09/15/2007	Common Stock	34,000
Stock Options (Right to buy)	\$ 21.5625						09/14/1998	09/14/2008	Common Stock	29,000
Stock Options (Right to buy)	\$ 22						12/11/2001	12/11/2010	Common Stock	50,000
	\$ 22.1875						09/13/2000	09/13/2009		37,500

Stock Options (Right to buy)							Common Stock	
Stock Options (Right to buy)	\$ 23				12/06/2005	12/06/2014	Common Stock	30,000
Stock Options (Right to buy)	\$ 23.19				12/09/2003	12/09/2012	Common Stock	50,000
Stock Options (Right to buy)	\$ 15.5625	04/25/2006	M <u>(1)</u>	40,000	09/16/1997	09/16/2006	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

HOBBS RICHARD F

777 EAST WISCONSIN AVENUE

MILWAUKEE, WI 53202

VP, CFO and Treasurer

Signatures

John L. Hammond, Attorney-In-Fact for Mr.
Hobbs
04/27/2006

**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).
- (5) All sales reported in this Form 4 were pursuant to a single sale order.
- (1) Exercise of in-the-money employee stock option that would otherwise expire on 9/16/2006, exempt from Section 16(b) by virtue of Rule 16b-6(b) and Rule 16b-3(d) and (e).
- (8) Represents shares held in Issuer's Suppplemental Benefit Plan as of the most recent statement date.
- (6) Represents shares held in Issuer's ESOP as of the most recent statement date.
- (7) Represents shares held in Issuer's Savings Plan as of the most recent statement date.
- (9) Original option grant vests in three equal annual installments beginning on the date listed.
- (2) Includes shares of restricted stock held under the Issuer's 2002 and 1998 stock option plans.
- (3) All sales on 4/25/2006 (whether reported on this Form 4 or the other Forms 4 also filed for 4/25/2006) were pursuant to a single sale order. For complete information regarding all sales on 4/25/2006, all Form 4 filings should be reviewed.
- (4) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

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Reporting Owners 4

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