## FORM 5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL

Machinaton	$D \subset$	205/10
Washington,	D.C.	20549

Shirigion, D.C. 20549		

l	OMB APP	ROVAL						
l	OMB Number:	3235-0362						
	Estimated average burden							

Instruction 1(b)

eporting Person*	File		Section	10/-										
		Form 3 Holdings Reported.  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*  STECKO PAUL T				2. Issuer Name and Ticker or Trading Symbol PACKAGING CORP OF AMERICA PKG PKG					5. Relationship of Reporting Person(s) to Issue (Check all applicable)  X Director 10% Owner				Owner	
t) (M	viiddle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2011						Year)	X Officer (give title Other (spe below)  Exec Chairman					
(Street) LAKE FOREST IL 60045 (City) (State) (Zip)  4. If Amendment, Date of Original Filed (Month/Day/Year)									Individual or Joint/Group Filing (Check Applicable ine)  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)		tear) Transaction Code (Instr. 8) Of (D) (Instr. 3, 4 and				Securities Beneficially		Forr	Ownership Form: Direct	7. Nature of Indirect Beneficial Ownership		
						Amour	ıt	(A) or (D) Price		Issu	Issuer's Fiscal Year (Instr. 3 and		Indirect (I) (Instr. 4)	(Instr. 4)
	12/06/2011		G		71	,529	D	\$0.00	38,359			D		
										3	860,542		I	By Trust <sup>(1)</sup>
Common Stock											7,465		I	through 401(k) plan
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)														
3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	of Deriv Secul Acqu (A) or Dispo of (D) (Instr and 5	rative rities iired r osed ) : 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)  Date Expiration		7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)  Amoun or Numbe of		Derivativ Security	deriva Securi Benefi Owned Follow Report Transa	tive ities icially d ving ted action(s)	Form: Direct (D) or Indirect	Beneficial Ownership t (Instr. 4)	
	Table  Table  Table  Table	Table II - Derivat  (e.g., pt  Table II - Derivat (e.g., pt  Table II - Derivat (e.g., pt  Table II - Derivat (e.g., pt  Table II - Derivat (e.g., pt  Table II - Derivat (e.g., pt)	Table II - Derivative Securing (Month/Day/Year)  Table II - Derivative Securing (Month/Day/Year)	Table II - Derivative Securities    2. Transaction Date (Month/Day/Year)   2A. Deemed Execution Date, if any (Month/Day/Year)   12/06/2011	Table II - Derivative Securities Acque (e.g., puts, calls, warrants, (Month/Day/Year)  Table II - Derivative Securities Acque (e.g., puts, calls, warrants, (Month/Day/Year)  3. Statement for Issuer: 12/31/2011  4. If Amendment, Date of Securities Acque (Month/Day/Year)  2. Transaction Date if any (Month/Day/Year)  12/06/2011  Table II - Derivative Securities Acque (e.g., puts, calls, warrants, Month/Day/Year)  3. Transaction Date if any (Month/Day/Year)  3. Transaction Date if any (Month/Day/Year)  5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, opti  Tansaction Date (Month/Day/Year)  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, opti  3. Statement for Issuer's Fiscal 12/31/2011  4. If Amendment, Date of Original Securities Acquired Execution Date, if any (Month/Day/Year)  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, opti  3. Transaction Date if any (Month/Day/Year)  3. Statement for Issuer's Fiscal 12/31/2011  4. If Amendment, Date of Original Securities Acquired (Execution Date, if any (Month/Day/Year)  5. Number of Expiric (Month/Day/Year)  Code (Instr. 8)  5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date	Table II - Derivative Securities Acquired, Disp (Month/Day/Year)  Table II - Derivative Securities Acquired, Disp (e.g., puts, calls, warrants, options, content of the put of t	Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertil any (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertil any (Month/Day/Year)  Table III - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertil any (Month/Day/Year)  Table III - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertil any (Month/Day/Year)  Table III - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertil Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date Exercisable and Expiration Date (A) or Disposed of (D) (Instr. 3, 4 and 5)	Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  12/31/2011  4. If Amendment, Date of Original Filed (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of, or  2. Transaction Date (Month/Day/Year)    2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   3. Transaction Code (Instr. 8)    4. Securities Acquired (A) or (D) (Instr. 3, 4 and 5)   Amount (A) or (D) (Instr. 3, 4 and 5)   Amount (A) or (D) (Instr. 3, 4 and 5)   Amount (A) or (D) (Instr. 3, 4 and 5)   Code (Instr. 8)   5. Number of Derivative Securities Acquired (Month/Day/Year)   6. Date Exercisable and Expiration Date (Month/Day/Year) (Month/Day/Year)   7. Tit Amount (Month/Day/Year) (Month/Day/Year)   7. Tit Amount (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)   8. Issuer's Fiscal Year Ended (Month/Day/Year)   4. Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	COURT   12/31/2011   4. If Amendment, Date of Original Filed (Month/Day/Year)   5	Source   Court   Cou	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  5. Individual or Joint/Line)  X Form filed be	(Month/Day/Year)  (Month/Day/Y	OURT   Statement for Issuer's Fiscal Year Ended (Month/Day/Year)   Statement for Issuer's Fiscal Year (Month/Day/Year)   Statement for Issuer's Fiscal Year Ended (Month/Day/Year)   Statement for Issuer's Fiscal Year (Instr. 3 and Issuer's Fiscal Year (Instr. 4)   Statement Form: Direct (Instr. 4)   Statement For

## **Explanation of Responses:**

1. By grantor retained annuity trusts of which reporting person is trustee and annuitant and reporting person's children are remaindermen. Reporting person disclaims beneficial ownership except to the extent of his pecuniary interest therein.

## Remarks:

Kent A. Pflederer, attorney in <u>fact</u>

02/07/2012

\*\* 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 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).

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.