Instruction 1(b)

FORM 4

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

Washington, E	D.C. 20549
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person (Check all applicable) PACKAGING CORP OF AMERICA [ Ridley Bruce A Director 10% Owner PKG ] Officer (give title Other (specify below) below) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (Last) SVP 03/21/2023 1 N. FIELD CT 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) (Street) Form filed by One Reporting Person X LAKE FOREST IL 60045 Form filed by More than One Reporting Person (City) (State) (Zip) Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 4. Securities Acquired (A) or 5. Amount of 6. Ownership 7. Nature of Indirect Beneficial **Execution Date** Transaction Disposed Of (D) (Instr. 3, 4 and Securities Form: Direct (Month/Day/Year) Beneficially (D) or Indirect if any Code (Instr. 5) Owned Following (Month/Day/Year) 8) (I) (Instr. 4) Ownership (Instr. 4) Transaction(s) (A) or (D) Price Code Amount (Instr. 3 and 4)  $A^{(1)}$ Common Stock 03/21/2023 2,553 A \$0.00 20,259 D Common Stock 03/21/2023 F(2) 1.201 D \$132.96 19.058 D bv 401(k) Common Stock 828 plan Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 11. Nature Transaction Expiration Date (Month/Day/Year) Amount of Securities Ownership Conversion **Execution Date** (Month/Day/Year) Derivative Securities Beneficial Security or Exercise if any Code (Instr. Security Form: (Month/Day/Year) Price of Derivative Underlying Derivative Direct (D) (Instr. 3) 8) Securities (Instr. 5) Beneficially Ownership Acquired Owned (Instr. 4) Security (Instr. 3 and 4) (I) (Instr. 4) Security (A) or Disposed Following Reported Transaction(s) of (D) (Instr. 3, 4 (Instr. 4) Amount

## **Explanation of Responses:**

- 1. Payout in shares of total stockholder return performance units awarded in 2020, including dividend equivalents thereon
- 2. Pursuant to the terms of the Company's Long-Term Equity Incentive Plan, the Company withheld shares to cover the withholding tax obligation associated with the transaction reported above

(A) (D) Date

## Remarks:

Kent A. Pflederer, attorney in 03/23/2023 <u>fact</u>

\*\* Signature of Reporting Person

Number

Expiration

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.