

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**OMB APPROVAL**

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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

1. Name and Address of Reporting Person* <u>Walton Thomas W.H.</u> (Last) (First) (Middle) <u>C/O PACKAGING CORPORATION OF AMERICA</u> <u>1900 W. FIELD CT.</u> (Street) <u>LAKE FOREST IL 60045</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>09/15/2009</u>	3. Issuer Name and Ticker or Trading Symbol <u>PACKAGING CORP OF AMERICA [PKG]</u> 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <div style="text-align: center;">SVP</div> 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	28,375	D	
Common Stock	7,581	I	Though 401(k) plan

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	Title	Amount or Number of Shares			
Option (right to buy)	(1)	06/20/2013	Common Stock	16,000	18.36	D	
Option (right to buy)	(1)	06/30/2014	Common Stock	16,000	23.9	D	
Option (right to buy)	(1)	06/29/2012	Common Stock	7,000	21.27	D	
Option (right to buy)	(1)	06/20/2013	Common Stock	5,500	20.96	D	
Option (right to buy)	(2)	06/20/2014	Common Stock	4,225	25.82	D	

Explanation of Responses:

1. This option is fully vested.
 2. This option vests in three equal annual installments on the first three anniversary dates of the award. The final installment of 1408 shares vests on June 20, 2010.

Remarks:

Reporting person was elected as an executive officer of registrant on 9/15/09.

Kent A. Pflederer, attorney in fact 09/17/2009

** 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.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Richard B. West, Stephen T. Calhoun and Kent A. Pflederer, signing singly, the undersigned's true and lawful attorney-in-fact to: (i) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer or director of Packaging Corporation of America, a Delaware corporation (the "Company"), statements of beneficial ownership on Forms 3, 4 and 5 under Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder; (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 and 5 and timely file such form with the United States Securities and Exchange Commission (the "SEC") and any stock exchange or similar authority; (iii) complete, and submit to the SEC on behalf of the undersigned, a Form ID and take such other actions and execute and deliver such other documents as such attorney-in-fact determines to be necessary or appropriate in order to enable the undersigned to make electronic filings with the SEC; and (iv) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact. This Power of Attorney revokes all prior powers of attorney delivered by the undersigned relating to the subject matter hereof.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 15th day of September 2009.

/s/ Thomas W.H. Walton