

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

PACKAGING CORPORATION OF AMERICA

(Exact Name of Registrant as Specified in its Charter)

DELAWARE

36-4277050

(State of Incorporation
or Organization)

(I.R.S. Employer
Identification no.)

1900 WEST FIELD COURT
LAKE FOREST, ILLINOIS

60045

(Address of Principal Executive Offices)

(Zip Code)

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

TITLE OF EACH CLASS
TO BE SO REGISTERED

NAME OF EACH EXCHANGE ON WHICH
EACH CLASS IS TO BE REGISTERED

COMMON STOCK, \$0.01 PAR VALUE

NEW YORK STOCK EXCHANGE

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

NONE

(Title of Class)

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

COMMON STOCK, \$0.01 PAR VALUE

The Description of the Registrant's Common Stock, par value \$0.01 per share (the "Common Stock"), as included under the caption "Description of Capital Stock" in the Prospectus forming a part of the Registrant's Registration Statement on Form S-1, originally filed with the Securities and Exchange Commission (the "Commission") on September 13, 1999, Registration Number 333-86963, including exhibits, and as may be subsequently amended from time to time (the "Registration Statement"), is hereby incorporated by reference. Capitalized terms used herein and not otherwise defined have the meanings assigned to them in the Registration Statement.

ITEM 2. EXHIBITS.

NUMBER -----	DESCRIPTION -----
1.	Form of certificate representing Common Stock (incorporated herein by reference to the Registration Statement).
2.	Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to the Registration Statement).
3.	Form of Certificate of Amendment to Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to the Registration Statement).
4.	Form of Second Amended and Restated By-laws of the Registrant (incorporated herein by reference to the Registration Statement).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

PACKAGING CORPORATION OF AMERICA

(Registrant)

Date: October 15, 1999

By: /s/ RICHARD B. WEST

Richard B. West
Chief Financial Officer