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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): May 15, 2013

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**Packaging Corporation of America**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of incorporation)

**1-15399**  
(Commission File Number)

**36-4277050**  
(IRS Employer Identification No.)

**1955 West Field Court, Lake Forest, Illinois 60045**  
(Address of Principal Executive Offices, including Zip Code)

**(847) 482-3000**  
(Registrant's Telephone Number, Including Area Code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2 (b) under the Exchange Act (17 CFR 240.14d-2 (b))
  - Pre-commencement communications pursuant to Rule 13e-4 (c) under the Exchange Act (17 CFR 240.13e-4 (c))
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**Item 7.01. Regulation FD Disclosure**

The following information, including the exhibit described below, shall not be deemed “filed” hereunder for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On May 15, 2013, Packaging Corporation of America announced that it intends to increase its quarterly cash dividend on its common stock from an annual payout of \$1.25 per share to \$1.60 per share. The first quarterly dividend of \$0.40 per share will be paid on July 15, 2013 to shareholders of record as of June 14, 2013. This announcement replaces our previous release dated May 1, 2013 which declared our dividend payment to shareholders of record as of June 14, 2013 prior to this increase. The press release is furnished as Exhibit 99.1 to this report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(D) Exhibits

99.1 Press Release dated May 15, 2013.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PACKAGING CORPORATION OF AMERICA  
(Registrant)

By: /s/ KENT PFLEDERER  
Senior Vice President, Legal and Administration and  
Corporate Secretary

Date: May 16, 2013

**FOR IMMEDIATE RELEASE:**

**PACKAGING CORPORATION OF AMERICA ANNOUNCES 28% DIVIDEND INCREASE**

**Lake Forest, IL May 15, 2013** – Packaging Corporation of America (NYSE: PKG) announced today that it intends to increase the quarterly cash dividend on its company stock to an annual payout of \$1.60 per share from \$1.25 per share, a 28% increase. The first quarterly dividend of \$0.40 per share will be paid on July 15, 2013 to shareholders of record as of June 14, 2013. Future declaration of quarterly dividends and the establishment of future record and payment dates are subject to the final determination of PCA's Board of Directors.

Commenting on today's announcement, Mark W. Kowlzan, Chief Executive Officer of PCA, said "Today's announcement of a common stock dividend increase reflects the overall operating and financial strength of the company and our continuing commitment to return value to our shareholders."

This announcement replaces our previous release which declared our dividend payment to shareholders of record as of June 14, 2013 prior to this increase.

PCA is the fourth largest producer of containerboard and corrugated packaging products in the United States with sales of \$2.8 billion in 2012. PCA operates four paper mills and 71 corrugated products plants in 26 states across the country.

Contact: Barbara Sessions

Packaging Corporation of America

**INVESTOR RELATIONS: (877) 454-2509**

**PCA Web Site: [www.packagingcorp.com](http://www.packagingcorp.com)**