

HOOK JUDITH D
Form 4
February 25, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HOOK JUDITH D

(Last) (First) (Middle)

425 WINTER ROAD

(Street)

DELAWARE, OH 43015

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
GREIF INC [GEF,GEF.B]

3. Date of Earliest Transaction
(Month/Day/Year)
03/25/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	02/23/2009		A	2,071 (1)	A \$ 28.96 16,407 (2)	D	
Class B Common Stock	03/25/2008		G	17,000	D \$ 0 (3) 0 (4)	D	
Class B Common Stock	03/25/2008		G	17,000	A \$ 0 (3) 0 (5)	I	See footnote. (3)
Class B Common Stock	10/03/2008		G	8,567	A \$ 0 (3) 0 (4)	D	

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Class B Common Stock	10/03/2008	G	8,567	D	\$ 0 ⁽³⁾	0 ⁽⁵⁾	I	See footnote. <u>(3)</u>
Class B Common Stock	10/03/2008	G	20,000	D	\$ 0 ⁽³⁾	0 ⁽⁴⁾	D	
Class B Common Stock	10/03/2008	G	20,000	A	\$ 0 ⁽³⁾	0 ⁽⁵⁾	I	See footnote. <u>(3)</u>
Class B Common Stock	12/23/2008	G	650	D	\$ 0 ⁽⁶⁾	729,849 ⁽⁷⁾	D	
Class B Common Stock						48,433	I	See footnote. <u>(8)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOOK JUDITH D 425 WINTER ROAD DELAWARE, OH 43015	X			

Reporting Owners

Signatures

Judith D. Hook by John K. Dieker pursuant to a POA filed with the Commission.

02/25/2009

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) The shares are subject to restriction until the earlier of February 23, 2012, or the reporting person's retirement from the Board.
- (2) 5,539 shares are subject to restriction on transfer.
- (3) Transaction reflects gift by Judith D. Hook to a grantor retained annuity trust of which Judith D. Hook is the trustee.
- (4) See footnote number 7 below for securities owned directly by Judith D. Hook after reported transactions.
- (5) See footnote number 8 below for securities owned after reported transactions by grantor retained annuity trusts of which Ms. Hook is the trustee.
- (6) Gift to the reporting person's child.
- (7) Securities owned directly by Judith D. Hook after reported transactions.
- (8) By grantor retained annuity trusts of which Judith D. Hook is trustee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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