BERRY PLASTICS GROUP INC
Form 4
October 31, 2014

FORM 4

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

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Salmon Tom

(Last) (First) (Middle)

101 OAKLEY STREET

(Street)

EVANSVILLE, IN 47710

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
BERRY PLASTICS GROUP INC [BERY]

3. Date of Earliest Transaction (Month/Day/Year)
10/30/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/30/2014		M		6,300	A	$ 8.16	31,700	D	
Common Stock	10/30/2014		S		6,300 (1)	D	$ 25.5606 (2)	25,400	D	
Common Stock	10/30/2014		M		6,400	A	$ 9.21	31,800	D	
Common Stock	10/30/2014		S		6,400 (1)	D	$ 25.5606 (2)	25,400	D	
	10/30/2014		M		500	A	$ 16	25,900	D	

Common Stock									
Common Stock	10/30/2014		S	500 (1)	D	$ 25.5606 (2)	25,400	D	

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

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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 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	$ 8.16	10/30/2014		M		6,300		(3)	06/05/2017	Common Stock	6,300	
Employee Stock Option (Right to Buy)	$ 9.21	10/30/2014		M		6,400		(3)	01/01/2018	Common Stock	6,400	
Employee Stock Option (Right to Buy)	$ 16	10/30/2014		M		500		(4)	10/02/2022	Common Stock	500	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Salmon Tom
101 OAKLEY STREET
EVANSVILLE, IN 47710

President

Signatures

Jason K. Greene, as attorney-in-fact

10/31/2014

**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) Sale pursuant to trading plan meeting the requirements of SEC Rule 10b5-1 adopted by the reporting person on August 25, 2014.

(2) Weighted average from 23 transactions with prices ranging from $25.50 to $25.78 per share. Upon request by the Commission Staff, the issuer, or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares purchased at each separate price.

(3) Granted under the 2006 Equity Incentive Plan. All options are vested.

(4) Granted under the 2012 Equity Incentive Plan. All options are vested.

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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