

BERRY GLOBAL GROUP INC  
 Form 4  
 May 17, 2017

**FORM 4**

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

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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RICKERTSEN CARL J**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**05/15/2017**

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

**101 OAKLEY STREET**

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**EVANSVILLE, IN 47710**

(City) (State) (Zip)

**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 Ownership (Instr. 4) |            |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
|                                 |                                      |  |                                | Code  | V | Amount |   |  |                                   | (A) or (D) | Price |
| Common Stock                    | 05/15/2017                           |  | M                              |   |   | 15,119 | A   | \$ 17.59   | 15,119                            | D          |       |
| Common Stock                    | 05/15/2017                           |  | S                              |   |   | 15,119 | D   | \$ 56.2624<br>(1)  | 0                                 | D          |       |
| Common Stock                    | 05/16/2017                           |  | M                              |   |   | 381    | A   | \$ 17.59   | 381                               | D          |       |
| Common Stock                    | 05/16/2017                           |  | S                              |   |   | 381    | D   | \$ 56.4488<br>(3)  | 0                                 | D          |       |
|                                 | 05/16/2017                           |  | M                              |   |   | 14,000 | A   | \$ 21  | 14,000                            | D          |       |

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Common  
Stock

|                 |            |   |        |   |               |   |   |
|-----------------|------------|---|--------|---|---------------|---|---|
| Common<br>Stock | 05/16/2017 | S | 14,000 | D | \$<br>56.4488 | 0 | D |
|                 |            |   |        |   | <u>(3)</u>    |   |   |

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

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SEC 1474  
(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) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Director Stock Option (Right to Buy)       | \$ 17.59   | 05/15/2017                           |  | D                              |   | <u>(2)</u>   | 01/21/2023  | Common Stock               | 15,119                     |
| Employee Stock Option (Right to Buy)       | \$ 17.59   | 05/16/2017                           |  | D                              |   | <u>(2)</u>   | 01/21/2023  | Common Stock               | 381                        |
| Employee Stock Option (Right to Buy)       | \$ 21  | 05/16/2017                           |  | D                              |   | <u>(2)</u>   | 11/25/2023  | Common Stock               | 14,000                     |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
|                                | X             |           |         |       |

RICKERTSEN CARL J  
101 OAKLEY STREET  
EVANSVILLE, IN 47710

## Signatures

Jason K. Greene, as attorney  
in fact

05/17/2017

\_\_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).

Weighted average from 11 transactions with prices ranging from \$56.25 to \$56.30 per share. Upon request by the Commission Staff, the  
(1) 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.

(2) Option fully vested.

Weighted average from 16 transactions with prices ranging from \$56.40 to \$56.53 per share. Upon request by the Commission Staff, the  
(3) 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.

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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