

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person * <u>Thompson Jeffrey D.</u> (Last) (First) (Middle) 101 OAKLEY STREET (Street) EVANSVILLE IN 47710 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BERRY PLASTICS GROUP INC [BERY]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) 11/16/2015	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	11/16/2015		M		23,875	A	\$8.16	55,487	D	
Common Stock	11/16/2015		S		23,875	D	\$35.5911 ⁽¹⁾	31,612	D	
Common Stock	11/16/2015		M		60,000	A	\$16	91,612	D	
Common Stock	11/16/2015		S		60,000	D	\$35.5911 ⁽¹⁾	31,612	D	
Common Stock	11/16/2015		M		14,000	A	\$21	45,612	D	
Common Stock	11/16/2015		S		14,000	D	\$35.5911 ⁽¹⁾	31,612	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy)	\$8.16	11/16/2015		M			23,875	(2)	12/31/2016	Common Stock	23,875	\$0	240,000	D	
Employee Stock Option (Right to Buy)	\$16	11/16/2015		M			60,000	(3)	10/02/2022	Common Stock	60,000	\$0	180,000	D	
Employee Stock Option (Right to Buy)	\$21	11/16/2015		M			14,000	(3)	11/25/2023	Common Stock	14,000	\$0	166,000	D	

Explanation of Responses:

1. Weighted Average from 71 transactions with prices ranging from \$35.29 to \$35.93 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 # of shares sold at each price.
2. Granted under the 2006 Equity Incentive Plan. All options are vested.
3. Granted under the 2012 Equity Incentive Plan. Options vest 20% on each of the first five anniversaries of the grant date, subject to the terms and conditions of the Plan and award.

Jason K. Greene, as attorney-in-fact 11/17/2015

** Signature of Reporting Person Date

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

* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.