

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>RICH JONATHAN D</u> (Last) (First) (Middle) <u>101 OAKLEY STREET</u> (Street) <u>EVANSVILLE IN 47710</u> (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/30/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	01/30/2017		M		163,360	A	\$6.12	388,710	D	
Common Stock	01/30/2017		D ⁽¹⁾		163,350	D	\$50.3279 ⁽²⁾	225,350	D	
Common Stock	01/30/2017		M		2,500	A	\$6.12	227,850	D	
Common Stock	01/30/2017		D ⁽¹⁾		2,500	D	\$51.0578 ⁽⁴⁾	225,350	D	
Common Stock	01/31/2017		M		189,570	A	\$6.12	414,920	D	
Common Stock	01/31/2017		D ⁽¹⁾		189,570	D	\$50.6426 ⁽⁵⁾	225,350	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					
Employee Stock Option (Right to Buy)	\$6.12	01/30/2017		M		163,360		(3)	10/03/2020	Common Stock 163,360	\$0	3,561,640	D	
Employee Stock Option (Right to Buy)	\$6.12	01/30/2017		M		2,500		(3)	10/03/2020	Common Stock 2,500	\$0	3,559,140	D	
Employee Stock Option (Right to Buy)	\$6.12	01/31/2017		M		189,570		(3)	10/03/2020	Common Stock 189,570	\$0	3,369,570	D	

Explanation of Responses:

- Sale pursuant to trading plan meeting the requirements of SEC Rule 10b5-1 adopted by the reporting person on December 1, 2016.
- Weighted average from 129 transactions with prices ranging from \$49.84 to \$50.80 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.
- Granted under the 2006 Equity Incentive Plan. Option vest on each of the first five anniversaries of the date of grant, subject to the terms and conditions of the plan and award agreement.
- Weighted average from 13 transactions with prices ranging from \$50.8600 to \$51.2800 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.
- Weighted average from 161 transactions with prices ranging from \$50.1800 to \$51.1250 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.

Jason K. Greene, as attorney-in-fact 02/01/2017

** 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.