

PACKAGING CORP OF AMERICA

Form 8-K

February 23, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): February 22, 2011**

**Packaging Corporation of America**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation)

**1-15399**

(Commission File Number)

**36-4277050**

(IRS Employer Identification  
No.)

**1900 West Field Court, Lake Forest, Illinois 60045**

(Address of Principal Executive Offices, including Zip Code)

**(847) 482-3000**

(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2 (b) under the Exchange Act (17 CFR 240.14d-2 (b))
  - Pre-commencement communications pursuant to Rule 13e-4 (c) under the Exchange Act (17 CFR 240.13e-4 (c))
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**Item 7.01. Regulation FD Disclosure.**

The following information, including the exhibit described below, shall not be deemed filed hereunder for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On February 22, 2011, Packaging Corporation of America announced that it intends to increase its quarterly cash dividend on its common stock from an annual payout of \$0.60 per share to \$0.80 per share. The first quarterly dividend of \$0.20 per share will be paid on April 15, 2011 to shareholders of record as of March 15, 2011. PCA also announced that its Board of Directors has authorized the repurchase of an additional \$100 million of the company's outstanding common stock. The press release is furnished as Exhibit 99.1 to this report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(D) Exhibits

99.1 Dividend and Share Repurchase Authorization Press Release dated February 22, 2011.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PACKAGING CORPORATION OF  
AMERICA  
(Registrant)

By: /s/ KENT PFLEDERER  
*General Counsel and Corporate  
Secretary  
(Authorized Officer)*

Date: February 22, 2011