

PACKAGING CORP OF AMERICA  
Form 8-K  
May 13, 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): May 10, 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 5.07. Submission of Matters to a Vote of Security Holders**

On May 10, 2011, Packaging Corporation of America held its Annual Meeting of Stockholders, at which the following proposals were voted upon:

- (a) Election of Directors. Each of the following directors was elected to serve through the 2012 Annual Meeting of Stockholders. Votes for, votes withheld, and broker non-votes, by nominee, were as follows:

| <b>Nominee</b>     | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|--------------------|------------|-----------------|-------------------------|
| Paul T. Stecko     | 85,421,207 | 673,982         | 6,143,718               |
| Mark W. Kowlzan    | 85,780,842 | 314,347         | 6,143,718               |
| Cheryl K. Beebe    | 84,089,552 | 2,005,637       | 6,143,718               |
| Henry F. Frigon    | 85,659,881 | 435,308         | 6,143,718               |
| Hasan Jameel       | 85,970,902 | 124,287         | 6,143,718               |
| Samuel M. Mencoff  | 85,471,406 | 623,783         | 6,143,718               |
| Roger B. Porter    | 85,164,685 | 930,504         | 6,143,718               |
| Thomas S. Souleles | 85,870,611 | 224,578         | 6,143,718               |
| James D. Woodrum   | 85,865,060 | 230,129         | 6,143,718               |

- (b) The stockholders approved our executive compensation on a non-binding advisory basis. The voting results were as follows: 81,967,568 votes for; 1,597,433 votes against; 2,530,188 abstentions; and 6,143,718 broker non-votes.
- (c) The stockholders approved votes on executive compensation every year on a non-binding, advisory basis. The voting results were as follows: 78,209,304 votes for every year; 235,028 votes for every two years; 7,583,467 votes for every three years; 67,390 abstentions; and 6,143,718 broker non-votes.
- (d) The stockholders ratified the audit committee's appointment of Ernst & Young LLP as the independent registered public accounting firm for the year ending December 31, 2011. The voting results were as follows: 91,500,941 votes for; 672,949 votes against; and 65,017 abstentions.

**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 Exchange Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On May 10, 2011, Packaging Corporation of America announced that its Board of Directors had approved a regular quarterly cash dividend of \$0.20 per share on its common stock. The quarterly dividend will be paid on July 15, 2011 to shareholders of

record as of June 15, 2011. 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 Press Release dated May 11, 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  
*Vice President, General Counsel and  
Secretary*

Date: May 13, 2011