

---

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

---

**POST-EFFECTIVE AMENDMENT NO. 1  
to  
FORM S-8  
REGISTRATION STATEMENT  
UNDER THE  
SECURITIES ACT OF 1933**

---

**GREIF, INC.**

---

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or  
organization)

31-4388903

(I.R.S. Employer Identification No.)

425 Winter Road, Delaware, Ohio

(Address of principal executive offices)

43015

(Zip Code)

American Flange & Manufacturing Co., Inc. Employees Retirement Savings Plan

(Full title of the plan)

Gary R. Martz, Esq.  
Senior Vice President, General Counsel and Secretary  
Greif, Inc.  
425 Winter Road  
Delaware, Ohio 43015  
(740) 549-6000

Name, address and telephone number, including  
area code, of agent for service)

with copies to

Joseph P. Boeckman, Esq.  
Baker & Hostetler LLP  
65 East State Street, Suite 2100  
Columbus, Ohio 43215-4260  
(614) 228-1541

---

---

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

On June 20, 2003, Greif, Inc. (the "Company") filed a registration statement on Form S-8, Registration Number 333-106337, with the Securities and Exchange Commission to register participation interests in the American Flange & Manufacturing Co., Inc. Employees Retirement Saving Plan (the "Plan") and shares of Class A Common Stock, without par value, of the Company (the "Shares").

On December 31, 2003, the Plan was merged into the Greif 401(k) Retirement Plan, and the Plan ceased to exist. For that reason, the Company hereby requests that all unsold Shares be deregistered.

ITEM 8. EXHIBITS.

The following documents are filed as exhibits to this Post-Effective Amendment No. 1 to Form S-8 Registration Statement:

| <u>Exhibit No.</u> | <u>Description of Exhibit</u>  | <u>If Incorporated by Reference,<br/>Document with which Exhibit<br/>was Previously Filed with SEC</u> |
|--------------------|--|--|
| 24                 | Powers of Attorney for Vicki L. Avril, Bruce A. Edwards, Mark A. Emkes, John F. Finn, Daniel J. Gunsett, Judith D. Hook and Patrick Norton | Included herein.   |

---

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment to Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Delaware, State of Ohio, on July 30, 2009.

GREIF, INC.

By /s/ Michael J. Gasser  
Michael J. Gasser, Chairman of the Board of  
Directors and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Form S-8 Registration Statement has been signed by the following persons in the capacities indicated on July 30, 2009.

| <u>Signature</u>  | <u>Title</u>  |
|---|---|
| <u>/s/ Michael J. Gasser</u><br>Michael J. Gasser       | Chairman of the Board of Directors and Chief Executive Officer<br>(Principal Executive Officer) |
| <u>/s/ Donald S. Huml</u><br>Donald S. Huml             | Executive Vice President and Chief Financial Officer (Principal<br>Financial Officer)           |
| <u>/s/ Kenneth B. Andre III</u><br>Kenneth B. Andre III | Vice President, Corporate Controller (Principal Accounting<br>Officer)                          |
| <u>Vicki L. Avril*</u><br>Vicki L. Avril                | Director  |
| <u>Bruce A. Edwards*</u><br>Bruce A. Edwards            | Director  |
| <u>Mark A. Emkes*</u><br>Mark A. Emkes                  | Director  |
| <u>John F. Finn*</u><br>John F. Finn                    | Director  |
| <u>Daniel J. Gunsett*</u><br>Daniel J. Gunsett          | Director  |
| <u>Judith D. Hook*</u><br>Judith D. Hook                | Director  |
| <u>Patrick J. Norton*</u><br>Patrick J. Norton          | Director  |

\* The undersigned, Michael J. Gasser, by signing his name hereto, does hereby sign and execute this Post-Effective Amendment No. 1 to Form S-8 Registration Statement on behalf of each of the above-named persons pursuant to powers of attorney duly executed by such persons and filed as exhibits to this Post-Effective Amendment No. 1 to Form S-8 Registration Statement.

/s/ Michael J. Gasser  
Michael J. Gasser, Attorney-in-Fact

## GREIF, INC.

POWER OF ATTORNEY  
For Form S-8 Registration Statements

The undersigned, a director of Greif, Inc., a Delaware corporation (the “**Company**”), hereby constitutes and appoints Michael J. Gasser and each of his successors to the office of Chief Executive Officer of the Company, and each of them, my true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for me and in my name, place, and stead, in my capacity as director or officer of the Company, to execute any and all of the Company’s Registration Statements on Form S-8, and any and all amendments thereto (including post-effective amendments), to register under the Securities Act of 1933, as amended (the “**Securities Act**”), any shares of Class A Common Stock or Class B Common Stock of the Company for sale under, and pursuant to, any and all of the Company’s current or hereafter adopted or approved stock option plans or other “employee benefit plans” (as such term is defined under Rule 405 promulgated under the Securities Act), as such plans are currently amended or shall hereafter be amended, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as I might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

The undersigned has executed and delivered this Power of Attorney on the date set forth below the undersigned’s signature.

/s/ Vicki L. Avril  
Vicki L. Avril  
Dated: June 3, 2008

Director  
Position (s) with the Company

/s/ Bruce A. Edwards  
Bruce A. Edwards  
Dated: June 3, 2008

Director  
Position (s) with the Company

/s/ Mark A. Emkes  
Mark A. Emkes  
Dated: June 3, 2008

Director  
Position (s) with the Company

/s/ John F. Finn  
John F. Finn  
Dated: June 3, 2008

Director  
Position (s) with the Company

/s/ Daniel J. Gunsett  
Daniel J. Gunsett  
Dated: June 3, 2008

Director  
Position (s) with the Company

/s/ Judith D. Hook  
Judith D. Hook  
Dated: June 3, 2008

Director  
Position (s) with the Company

/s/ Patrick J. Norton  
Patrick J. Norton  
Dated: June 3, 2008

Director  
Position (s) with the Company