

# FORM 4

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

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

|   |  |   |
|---|--|---|
| <b>1. Name and Address of Reporting Person *</b><br><br><b>AVRIL VICKI L</b><br><small>(Last) (First) (Middle)</small><br><br><b>425 WINTER ROAD</b><br><small>(Street)</small><br><br><b>DELAWARE, OH 43015</b><br><small>(City) (State) (Zip)</small> | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>GREIF INC [ GEF,GEF.B ]</b> | <b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b><br><br><input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span><br><input type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span> |
| <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>4/14/2015</b></p>   |  | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |
| <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b><br><br>  |  |   |

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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 |   |  |   |

### Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)

| 1. Title of Derivate Security (Instr. 3)      | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date   | 3A. Deemed Execution Date, if any | 4. Trans. 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 |            | 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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|------------------|-----------------------------------|---------------------------|---|--|---|------------|---|-----------------|--|---|--|--|
|   |  |                  |                                   | Code                      | V |  | (A)                                     | (D)        | Date Exercisable  | Expiration Date |  |   |  |  |
| <b>Phantom Stock Units (Cash Only Rights)</b> | <b>\$0.00 (1)</b>                                      | <b>4/14/2015</b> |                                   | <b>A</b>                  |   | <b>18.99</b>   | <b>(2)</b>                              | <b>(2)</b> | <b>Class A Common Stock</b>   | <b>18.99</b>    | <b>\$39.50</b>                             | <b>11528.44 (3)</b>   | <b>D</b>   |  |

#### Explanation of Responses:

- (1) Each phantom stock unit is the economic equivalent of one share of Class A Common Stock of Greif, Inc.
- (2) The phantom shares are to be settled in cash upon the Reporting Person's termination from the Board due to her retirement, death or other reason.
- (3) Includes 121.79 phantom units received on April 1, 2015 in lieu of payment of dividends on outstanding phantom units. Dividends paid on one phantom unit are equivalent in value to dividends paid on one share of Class A Common Stock.

#### Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| <b>AVRIL VICKI L<br/>425 WINTER ROAD<br/>DELAWARE, OH 43015</b> | <b>X</b>      |           |         |       |

#### Signatures

**Vicki L. Avril by Gary R. Martz pursuant to a POA filed with the Commission.**

**4/15/2015**

\*\* 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 control number.