

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

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

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			
Class A Common Stock	3/3/2015		A		2840	A	\$44.01 (1)	17561	D	
Class A Common Stock	3/3/2015		M		4000	A	\$32.175	21561	D	

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	Title	Amount or Number of Shares				
Phantom Stock Units (Cash Only Rights)	\$0.00 (2)	3/2/2015		A		17.04		(3)	(3)	Class A Common Stock	17.04	\$44.01	11211.48	D	
Phantom Stock Units (Cash Only Rights)	\$0.00 (2)	3/3/2015		A		176.18		(3)	(3)	Class A Common Stock	176.18	\$43.99	11387.65	D	
Class A Common Stock Options	\$32.175	3/3/2015		M		4000		2/28/2005	2/28/2015 (4)	Class A Common Stock	4000	\$0.00	0	D	

Explanation of Responses:

- Transaction reflects a restricted stock award made to the Reporting Person pursuant to the terms of the Issuer's outside directors' equity award plan. The shares are subject to restriction until the earlier of March 3, 2018, or the Reporting Person's termination from the board due to her retirement, death or other reason.
- Each phantom stock unit is the economic equivalent of one share of Class A Common Stock of Greif, Inc.
- 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.
- Stock options exercised on February 24, 2015 and exercise price received on March 3, 2015.

Reporting Owners

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Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AVRIL VICKI L 425 WINTER ROAD DELAWARE, OH 43015	X			

Signatures

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

3/4/2015

** 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.