

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

[ ] 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,  
Section 17(a) of the Public  
Utility Holding Company Act of 1935 or Section 30(f) of the  
Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>GASSER MICHAEL J</b>  (Last) (First) (Middle)  <b>425 WINTER ROAD</b>  (Street)  <b>DELAWARE, OH 43015</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>GREIF INC [ GEF,GEF.B ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>4/30/2012</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span> <b>Executive Chairman</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
---	---	---

**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	4/30/2012		G		22600	D	\$0.00 (1)	0 (2)	I	See footnote. (3)
Class A Common Stock	4/30/2012		G		22600	A	\$0.00 (1)	163986	D	
Class A Common Stock	7/5/2012		M		7795 (4)	A	\$13.10	171781	D	
Class A Common Stock	7/5/2012		S		7795 (4)	D	\$41.506	163986	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Class A Common Stock Options	\$13.10	7/5/2012		M		7795	9/5/2004	9/5/2012	Class A Common Stock	7795	\$13.10	127553	D	

**Explanation of Responses:**

- (1) Disposition between grantor retained annuity trust, of which Michael J. Gssser is the trustee, and Mr. Gasser.
- (2) There are zero shares remaining in the grantor retained annuity trust, of which Michael J. Gasser is the trustee.
- (3) The reporting person is the trustee of a grantor retained annuity trust.
- (4) The shares are being sold pursuant to a Rule 10b5-1 Sales Plan dated June 28, 2011, which is intended to comply with Rule 10b5-1.

**Reporting Owners**

--

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>GASSER MICHAEL J 425 WINTER ROAD DELAWARE, OH 43015</b>	<b>X</b>		<b>Executive Chairman</b>	

**Signatures**

**Michael J. Gasser by Gary R. Martz pursuant to a POA filed with the Commission.**

**7/6/2012**

\*\* 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.