

# FORM 4

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

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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>  <b>Diener Shannon J</b>  <small>(Last) (First) (Middle)</small>  <b>C/O BAKER &amp; HOSTELLER LLP., 65 EAST STATE STREET, SUITE 2100</b>  <small>(Street)</small>  <b>COLUMBUS, OH 43215</b>  <small>(City) (State) (Zip)</small>	<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>  <p align="center"><b>12/29/2011</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input checked="" type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span>
<b>4. If Amendment, Date Original Filed</b> (MM/DD/YYYY)		<b>6. Individual or Joint/Group Filing</b> (Check Applicable Line)  <input checked="" 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 B Common Stock	12/29/2011		J (1)		2150360	D	\$0.00	1016154	I	See Footnote (2)
Class A Common Stock	12/29/2011		J (1)		938	D	\$0.00	7287	I	See Footnote (2)
Class B Common Stock	12/5/2014		J (3)		2150360	A	\$0.00	3166514	I	See Footnote (2)
Class A Common Stock	12/5/2014		J (3)		938	A	\$0.00	8225	I	See Footnote (2)
Class B Common Stock	12/5/2014		J (4)		42372	A	\$0.00	42372	I	See Footnote (4)

**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				

**Explanation of Responses:**

- (1) The shares related to the reported transaction are owned by family trusts. The reporting person was a trustee of these trusts until December 29, 2011, when a successor trustee was appointed to succeed the reporting person.
- (2) As trustee of family trusts.

- (3) The shares related to the reported transaction are owned by family trusts. On December 5, 2014, the reporting person was appointed as successor trustee of these trusts.
- (4) The shares related to the reported transaction were acquired by reporting person as custodian for the benefit of a minor. The acquired shares were received in connection with a distribution from a charitable lead annuity trust created by a family member of such minor.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Diener Shannon J C/O BAKER &amp; HOSTELLER LLP, 65 EAST STATE STREET, SUITE 2100 COLUMBUS, OH 43215</b>		<b>X</b>		

**Signatures**

/s/ Shannon J. Diener

1/6/2015

\*\* 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.

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