

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* MENCOFF SAMUEL M (Last) (First) (Middle) THREE FIRST NATIONAL PLAZA SUITE 3800 (Street) CHICAGO IL 60602 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol PACKAGING CORP OF AMERICA [PKG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/07/2006	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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			
Common Stock, \$0.01 par value	12/07/2006		J ⁽¹⁾		5,000,000	D	\$0	11,773,010	I	Through PCA Holdings LLC ⁽²⁾⁽³⁾
Common Stock, \$.01 par value	12/07/2006		J ⁽⁴⁾		571,894	A	\$0	571,894	I	Through Madison Dearborn Partners, III, L.P. ⁽²⁾⁽⁵⁾
Common Stock, \$.01 par value								6,685	I	Through Emily Case Mencoff Dynasty Trust ⁽²⁾⁽⁶⁾
Common Stock, \$.01 par value								6,685	I	Through Samuel Keefer Mencoff Dynasty Trust ⁽²⁾⁽⁶⁾
Common Stock, \$.01 par value								6,685	I	Through George Grove Mencoff Dynasty Trust ⁽²⁾⁽⁶⁾
Common Stock, \$.01 par value								4,466	I	Through Madison Dearborn Partners, LLC ⁽²⁾
Common Stock, \$.01 par value								63,445	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion Date	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code V Transaction Code (Instr. 8)	(A) Number of Derivative Securities Acquired (A) or Disposed of (D)	(D) Exercisable Date	Expiration Date (Month/Day/Year)	Title of Underlying Derivative Security (Instr. 3 and 4)	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned or Reported Following Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
<p>1. Reflects a pro rata distribution of shares of common stock of the issuer by PCA Holdings, L.P. ("Holdings"), the record and direct beneficial owner of the shares, to its two members, Madison Dearborn Capital Partners III, L.P. ("MDCP III") and a fund affiliated with MDCP III (collectively, the "Funds") on December 7, 2006, which shares were further distributed pro rata by the Funds to their respective general and limited partners on that date.</p> <p>2. The reporting person expressly disclaims beneficial ownership of 12,369,425 shares reported in Table I as indirectly beneficially owned, except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of the reported shares for purposes of Section 16 or for any other purpose.</p> <p>3. Holdings is the record and direct beneficial owner of the reported securities. The shares held by Holdings may be deemed to be beneficially owned by MDCP III, the managing member of Holdings, the fund affiliated with MDCP III, Madison Dearborn Partners III, L.P. ("MDP III"), the sole general partner of MDCP III and the fund affiliated with MDCP III, and Madison Dearborn Partners, LLC ("MDP LLC"), the sole general partner of MDP III. The reporting person is a managing director and member of MDP LLC and may be deemed to have an indirect pecuniary interest in the shares owned by Holdings to the extent of the reporting person's indirect proportionate interest in Holdings.</p> <p>4. Consists of shares of common stock of the issuer received by MDP III, the sole general partner of MDCP III and the fund affiliated with MDCP III, as a result of the distribution by the Funds.</p> <p>5. MDP III is the record and beneficial owner of 571,894 shares. MDP III is the sole general partner of each of the Funds and, therefore, may be deemed to be the beneficial owner of the 11,773,010 shares held of record and beneficially owned by Holdings. The shares held by MDP III may be deemed to be beneficially owned by MDP LLC, the sole general partner of MDP III. The reporting person is a managing director and member of MDP LLC and may be deemed to have an indirect pecuniary interest in the shares owned by Holdings to the extent of the reporting person's indirect proportionate interest in Holdings.</p> <p>6. Each of the Emily Case Mencoff - Dynasty Trust, Samuel Keefer Mencoff - Dynasty Trust and George Grove Mencoff - Dynasty Trust (collectively, the "Trusts") is the record and direct beneficial owner of the reported securities, which are held in trust for the benefit of the reporting person's children. The reporting person's spouse is a trustee of the Trusts.</p>													

/s/ SAMUEL M. MENCOFF 12/11/2006
 ** 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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