

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* MADISON DEARBORN PARTNERS LLC (Last) (First) (Middle) THREE FIRST NATIONL PLAZA STE 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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/13/2003	
	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 <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. 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	11/13/2003		J ⁽¹⁾		33,000	D	(1)	44,098,010	I	By PCA Holdings LLC. ⁽²⁾

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)		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)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person*
MADISON DEARBORN PARTNERS LLC
 (Last) (First) (Middle)
THREE FIRST NATIONL PLAZA STE 3800
 (Street)
CHICAGO IL 60602
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
MADISON DEARBORN PARTNERS III LP
 (Last) (First) (Middle)
THREE FIRST NATIONAL PLAZA STE 3800
 (Street)
CHICAGO IL 60602
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
MADISON DEARBORN CAPITAL PARTNERS III LP
 (Last) (First) (Middle)

THREE FIRST NATIONAL PLAZA
SUITE 3800

(Street)
CHICAGO IL 60602

(City) (State) (Zip)

Explanation of Responses:

1. Distribution to a fund affiliated with Madison Dearborn Capital Partners III, L.P. ("MDCP III") of such fund's pro rata portion of the securities owned by PCA Holdings LLC ("Holdings"), which securities were further distributed to the members of such fund who are not affiliated with MDCP III.
2. The reported securities are owned directly by Holdings. The members of Holdings include MDCP III and a fund affiliated with MDCP III. MDCP III and its affiliated fund may be deemed to have beneficial ownership of the securities owned by Holdings. The securities beneficially owned by MDCP III and its affiliated fund may be deemed to be beneficially owned by Madison Dearborn Partners III, L.P. ("MDP III"), the general partner of MDCP III and its affiliated fund, and by Madison Dearborn Partners, LLC, the general partner of MDP III. Each of the reporting persons disclaims beneficial ownership of these securities except to the extent of such reporting person's pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

Madison Dearborn Partners,
LLC, by Samuel M. Mencoff, 11/14/2003
its Managing Director

Madison Dearborn Partners III,
L.P., by Madison Dearborn
Partners, LLC, its General
Partner, by Samuel M. 11/14/2003
Mencoff, its Managing
Director

Madison Dearborn Capital
Partners III, L.P., by Madison
Dearborn Partners III, L.P., its
General Partner, by Madison 11/14/2003
Dearborn Partners, LLC, its
General Partner, by Samuel M.
Mencoff, its Managing
Director

** 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 Number.