

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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* <u>Hassfurther Thomas A</u> (Last) (First) (Middle) 1 N. FIELD COURT (Street) LAKE FOREST IL 60045 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PACKAGING CORP OF AMERICA [PKG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Exec. VP
	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2024	
	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
Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

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	02/28/2024		A ⁽¹⁾		13,861	A	\$0.00	192,426	D	
Common Stock	02/28/2024		A ⁽²⁾		13,634	A	\$0.00	206,060	D	
Common Stock	02/28/2024		A ⁽³⁾		1,323	A	\$0.00	207,383	D	
Common Stock	02/28/2024		F ⁽⁴⁾		5,886	D	\$176.36	201,497	D	
Common Stock	02/29/2024		S		13,850	D	\$181.06	187,647	D	
Common Stock								11,505	I	by 401(k) plan
Common Stock								53,862	I	By Spouse ⁽⁵⁾
Common Stock								34,293	I	Through investment entity ⁽⁶⁾

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)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

- Award of restricted stock.
- On February 28, 2024, the Non-Employee Director subcommittee of the compensation committee of the registrant's board of directors certified attainment of the performance measure under the performance units awarded to reporting person on February 25, 2020. Performance was achieved at the 100% level. The units paid out on the date of certification.
- Payout in shares of accumulated dividends on vesting performance units.
- Pursuant to the terms of the Company's Long-Term Equity Incentive Plan, the Company withheld shares to cover the withholding tax obligation associated with equity awards vesting on the transaction date.
- Reporting person disclaims beneficial ownership of shares held by spouse.
- Reporting person disclaims beneficial ownership of shares held by investment entity except to the extent of his pecuniary interest therein.

Remarks:

Kent A. Pfleiderer, attorney in fact 03/01/2024

** 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.

