

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* DEMPSEY MICHAEL H (Last) (First) (Middle) 425 WINTER ROAD (Street) DELAWARE OH 43015 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol GREIF INC [GEF,GEF.B] | 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) 04/04/2008 | |
| | | 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 | | | |
| Class B Common Stock | 04/04/2008 | | G | | 24,000 | D | \$0.00 ⁽¹⁾ | 0 ⁽²⁾ | I | See footnote. ⁽¹⁾ |
| Class B Common Stock | 04/04/2008 | | G | | 24,000 | A | \$0.00 ⁽¹⁾ | 0 ⁽²⁾ | I | See footnote. ⁽¹⁾ |
| Class B Common Stock | 04/04/2008 | | G | | 76,000 | D | \$0.00 ⁽³⁾ | 0 ⁽⁴⁾ | D | |
| Class B Common Stock | 04/04/2008 | | G | | 76,000 | A | \$0.00 ⁽³⁾ | 0 ⁽²⁾ | I | See footnote. ⁽³⁾ |
| Class B Common Stock | 04/04/2008 | | G | | 380 | D | \$0.00 ⁽⁵⁾ | 0 ⁽⁴⁾ | D | |
| Class B Common Stock | 04/04/2008 | | G | | 380 | A | \$0.00 ⁽⁵⁾ | 0 ⁽⁶⁾ | I | See footnote. ⁽⁵⁾ |
| Class B Common Stock | | | | | | | | 877,300 ⁽⁷⁾ | D | |
| Class B Common Stock | | | | | | | | 211,860 | I | See footnote. ⁽⁸⁾ |
| Class B Common Stock | | | | | | | | 2,854 | I | See footnote. ⁽⁹⁾ |
| Class B Common Stock | | | | | | | | 136,000 | I | See footnote. ⁽¹⁰⁾ |
| Class B Common Stock | | | | | | | | 10,751,808 | I | See footnote. ⁽¹¹⁾ |

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 | (A) | (D) | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

- Transaction reflects disposal and acquisition between grantor retained annuity trusts of which Michael H. Dempsey is the trustee.
- See footnote number 10 below for securities owned after reported transactions by grantor retained annuity trusts of which Mr. Dempsey is the trustee.
- Transaction reflects gift by Michael H. Dempsey to grantor retained annuity trust of which Michael H. Dempsey is the trustee.
- See footnote 7 below for securities owned directly by Michael H. Dempsey after reported transactions.
- Transaction reflects gift by Michael H. Dempsey to family trust. Mr. Dempsey is not a trustee of this family trust, and he disclaims beneficial ownership of these securities and the filing of this report is not an admission that Mr. Dempsey is the beneficial owner for the purpose of Section 16 or for any other purpose.
- See footnote 9 below for securities owned after reported transactions by this family trust.
- Securities owned directly by Michael H. Dempsey after the reported transactions.
- By a charitable lead annuity trust of which Michael H. Dempsey is the trustee.

9. By a family trust. The reporting person's spouse is the trustee of the trust. The reporting person disclaims beneficial ownership of these securities and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for the purpose of Section 16 or for any other purpose.

10. By grantor retained annuity trusts of which Michael H. Dempsey is the trustee.

11. By family trusts of which Michael H. Dempsey is the trustee.

[Michael H. Dempsey by John
K. Dieker pursuant to a POA
filed with the Commission.](#) [04/29/2008](#)

** 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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