

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* <u>HOOK JUDITH D</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>GREIF INC [GEF,GEF.B]</u> | | | 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) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>04/29/2009</u> | | | 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 | | |
| <u>425 WINTER ROAD</u> | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) | <u>DELAWARE</u> | <u>OH</u> | <u>43015</u> | | | | | |
| (City) | (State) | (Zip) | | | | | | |

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 | 04/29/2009 | | J | | 10,751,808 | A | \$0.00 ⁽¹⁾ | 10,751,808 | I | See footnote. ⁽¹⁾ |
| Class A Common Stock | 04/29/2009 | | J | | 4,698 | A | \$0.00 ⁽¹⁾ | 4,698 | I | See footnote. ⁽¹⁾ |
| Class B Common Stock | 04/29/2009 | | J | | 211,860 | A | \$0.00 ⁽²⁾ | 211,860 | I | See footnote. ⁽²⁾ |
| Class A Common Stock | | | | | | | | 16,407 ⁽³⁾ | D | |
| Class B Common Stock | | | | | | | | 729,849 | D | |
| Class B Common Stock | | | | | | | | 48,433 | I | See footnote. ⁽⁴⁾ |

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) | | | | | |

Explanation of Responses:

- On April 29, 2009, Michael H. Dempsey passed away. At the time of his death, Mr. Dempsey was the sole trustee of 10 separate family trusts which had been created by the division of the Naomi C. Dempsey Trust. As a result of Mr. Dempsey's death, Judith D. Hook has been designated as a co-trustee of each of these family trusts in accordance with the applicable trust instruments.
- On April 29, 2009, Michael H. Dempsey passed away. At the time of his death, Mr. Dempsey was the trustee of a charitable lead annuity trust. As a result of Mr. Dempsey's death, Judith D. Hook has been designated as the trustee of this charitable lead annuity trust.
- 3,833 shares are subject to restriction on transfer.
- By grantor retained annuity trusts of which Judith D. Hook is trustee.

Judith D. Hook by John K. Dieker pursuant to a POA filed 05/27/2009 with the Commission.

** 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.