

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>AVRIL VICKIL</u>			2. Issuer Name and Ticker or Trading Symbol <u>GREIF INC [ GEF,GEFB ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/27/2011</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 OH 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			
<u>Class A Common Stock</u>	<u>02/28/2011</u>		<u>A</u>		<u>1,393<sup>(1)</sup></u>	<u>A</u>	<u>\$64.59</u>	<u>8,742<sup>(2)</sup></u>	<u>D</u>	

**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						Title
<u>Phantom Stock Units (Cash Only Rights)</u>	<u>\$64.59</u>	<u>02/27/2011</u>		<u>A</u>		<u>11.61</u>		<u>08/08/1988<sup>(3)</sup></u>	<u>08/08/1988<sup>(3)</sup></u>	<u>Class A Common Stock</u>	<u>11.61</u>	<u>\$64.59</u>	<u>6,259.6</u>	<u>D</u>	
<u>Phantom Stock Units (Cash Only Rights)</u>	<u>\$64.66</u>	<u>02/28/2011</u>		<u>A</u>		<u>119.86</u>		<u>08/08/1988<sup>(3)</sup></u>	<u>08/08/1988<sup>(3)</sup></u>	<u>Class A Common Stock</u>	<u>119.86</u>	<u>\$64.66</u>	<u>6,379.46</u>	<u>D</u>	

**Explanation of Responses:**

- The shares are subject to restriction until the earlier of February 28, 2014, or the reporting person's retirement from the Board.
- 5,274 shares are subject to restriction on transfer.
- The units are to be settled in cash upon the reporting person's termination from the Board due to her retirement, death, disability or other reason.

Vicki L. Avril by John K. Dieker pursuant to a POA filed 03/01/2011 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.

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