

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* <b>AVRIL VICKI L</b>  (Last) (First) (Middle) <b>425 WINTER ROAD</b>  (Street) <b>DELAWARE OH 43015</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>GREIF INC [ GEF,GEF.B ]</b>	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)
	3. Date of Earliest Transaction (Month/Day/Year) <b>03/02/2015</b>	
	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

**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 A Common Stock	03/03/2015		A		2,840	A	\$44.01 <sup>(1)</sup>	17,561	D	
Class A Common Stock	03/03/2015		M		4,000	A	\$32.175	21,561	D	

**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
Phantom Stock Units (Cash Only Rights)	\$0.00 <sup>(2)</sup>	03/02/2015		A		17.04		(3)	(3)	Class A Common Stock	17.04	\$44.01	11,211.48	D	
Phantom Stock Units (Cash Only Rights)	\$0.00 <sup>(2)</sup>	03/03/2015		A		176.18		(3)	(3)	Class A Common Stock	176.18	\$43.99	11,387.65	D	
Class A Common Stock Options	\$32.175	03/03/2015		M		4,000		02/28/2005	02/28/2015 <sup>(4)</sup>	Class A Common Stock	4,000	\$0.00	0	D	

**Explanation of Responses:**

- Transaction reflects a restricted stock award made to the Reporting Person pursuant to the terms of the Issuer's outside directors' equity award plan. The shares are subject to restriction until the earlier of March 3, 2018, or the Reporting Person's termination from the board due to her retirement, death or other reason.
- Each phantom stock unit is the economic equivalent of one share of Class A Common Stock of Greif, Inc.
- The phantom shares are to be settled in cash upon the Reporting Person's termination from the Board due to her retirement, death or other reason.
- Stock options exercised on February 24, 2015 and exercise price received on March 3, 2015.

**Remarks:**

Vicki L. Avril by Gary R. Martz  
pursuant to a POA filed with the 03/04/2015  
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.