HOOK JUDITH D
Form 4
February 25, 2009

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person [*] HOOK JUDITH D	2. Issuer Name **and** Ticker or Trading Symbol **GREIF INC [GEF,GEF.B]**	5. Relationship of Reporting Person(s) to Issuer
(Last)　　(First)　　(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/25/2008	(Check all applicable) __X__ Director　　_____ 10% Owner _____ Officer (give title below)　_____ Other (specify below)
425 WINTER ROAD		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
DELAWARE, OH 43015		
(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 A Common Stock	02/23/2009		A		2,071 (1)	A	$ 28.96	16,407 (2)	D	
Class B Common Stock	03/25/2008		G		17,000	D	$ 0 (3)	0 (4)	D	
Class B Common Stock	03/25/2008		G		17,000	A	$ 0 (3)	0 (5)	I	See footnote. (3)
Class B Common Stock	10/03/2008		G		8,567	A	$ 0 (3)	0 (4)	D	

1

Class B Common Stock	10/03/2008		G	8,567	D	$ 0 (3)	0 (5)		I	See footnote. (3)
Class B Common Stock	10/03/2008		G	20,000	D	$ 0 (3)	0 (4)		D	
Class B Common Stock	10/03/2008		G	20,000	A	$ 0 (3)	0 (5)		I	See footnote. (3)
Class B Common Stock	12/23/2008		G	650	D	$ 0 (6)	729,849 (7)		D	
Class B Common Stock							48,433		I	See footnote. (8)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code V (A) (D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOOK JUDITH D 425 WINTER ROAD DELAWARE, OH 43015	X			

Signatures

Judith D. Hook by John K. Dieker pursuant to a POA filed with the
Commission.   02/25/2009

**Signature of Reporting Person   Date

Explanation of Responses:

*   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).

(1)   The shares are subject to restriction until the earlier of February 23, 2012, or the reporting person's retirement from the Board.

(2)   5,539 shares are subject to restriction on transfer.

(3)   Transaction reflects gift by Judith D. Hook to a granter retained annuity trust of which Judith D. Hook is the trustee.

(4)   See footnote number 7 below for securities owned directly by Judith D. Hook after reported transactions.

(5)   See footnote number 8 below for securities owned after reported transactions by grantor retained annuity trusts of which Ms. Hook is the trustee.

(6)   Gift to the reporting person's child.

(7)   Securities owned directly by Judith D. Hook after reported transactions.

(8)   By grantor retained annuity trusts of which Judith D. Hook is trustee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.