

GREIF INC  
Form S-8 POS  
July 30, 2009

As filed with the Securities and Exchange Commission on July 30, 2009  
Registration No. 333-46134

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

**POST-EFFECTIVE AMENDMENT NO. 1  
to  
FORM S-8  
REGISTRATION STATEMENT  
UNDER THE  
SECURITIES ACT OF 1933**

**GREIF, INC.**

(Exact name of registrant as specified in its charter)

DELAWARE

31-4388903

(State or other jurisdiction of incorporation or  
organization)

(I.R.S. Employer Identification No.)

425 Winter Road, Delaware, Ohio

43015

(Address of principal executive offices)

(Zip Code)

Greif, Inc. Production Associates 401(k) Retirement Plan and Trust

(Full title of the plan)

Gary R. Martz, Esq.

Senior Vice President, General Counsel and Secretary

Greif, Inc.

425 Winter Road

Delaware, Ohio 43015

(740) 549-6000

Name, address and telephone number, including  
area code, of agent for service)

with copies to

Joseph P. Boeckman, Esq.

Baker & Hostetler LLP

65 East State Street, Suite 2100

Columbus, Ohio 43215-4260

(614) 228-1541



PART II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

On September 19, 2000, Greif, Inc. (formerly known as Greif Bros. Corporation) (the Company ) filed a registration statement on Form S-8, Registration Number 333-46134, with the Securities and Exchange Commission to register participation interests in the Greif, Inc. Production Associates 401(k) Retirement Plan and Trust (the Plan ) and shares of Class A Common Stock, without par value, of the Company (the Shares ).

On December 31, 2003, the Plan was merged into the Greif 401(k) Retirement Plan, and the Plan ceased to exist. For that reason, the Company hereby requests that all unsold Shares be deregistered.

ITEM 8. EXHIBITS.

The following documents are filed as exhibits to this Post-Effective Amendment No. 1 to Form S-8 Registration Statement:

| Exhibit No. | Description of Exhibit   | If Incorporated by Reference,<br>Document with which Exhibit<br>was Previously Filed with SEC |
|-------------|--|---|
| 24          | Powers of Attorney for Vicki L. Avril, Bruce A. Edwards, Mark A. Emkes, John F. Finn, Daniel J. Gunsett, Judith D. Hook and Patrick Norton | Included herein.  |

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment to Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Delaware, State of Ohio, on July 30, 2009.

GREIF, INC.

By /s/ Michael J. Gasser  
Michael J. Gasser, Chairman of the  
Board of  
Directors and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Form S-8 Registration Statement has been signed by the following persons in the capacities indicated on July 30, 2009.

| Signature  | Title  |
|--|--|
| /s/ Michael J. Gasser<br>Michael J. Gasser       | Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer) |
| /s/ Donald S. Huml<br>Donald S. Huml             | Executive Vice President and Chief Financial Officer (Principal Financial Officer)           |
| /s/ Kenneth B. Andre III<br>Kenneth B. Andre III | Vice President, Corporate Controller (Principal Accounting Officer)                          |
| Vicki L. Avril*<br>Vicki L. Avril                | Director   |
| Bruce A. Edwards*<br>Bruce A. Edwards            | Director   |
| Mark A. Emkes*<br>Mark A. Emkes                  | Director   |
| John F. Finn*<br>John F. Finn                    | Director   |
| Daniel J. Gunsett*<br>Daniel J. Gunsett          | Director   |

Judith D. Hook\*

Director

Judith D. Hook

Patrick J. Norton\*

Director

Patrick J. Norton

\* The undersigned, Michael J. Gasser, by signing his name hereto, does hereby sign and execute this Post-Effective Amendment No. 1 to Form S-8 Registration Statement on behalf of each of the above-named persons pursuant to powers of attorney duly executed by such persons and filed as exhibits to this Post-Effective Amendment No. 1 to Form S-8 Registration Statement.

/s/ Michael J. Gasser  
Michael J. Gasser, Attorney-in-Fact