

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

FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2004

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 001-00566

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

Greif 401(k) Retirement Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

Greif, Inc.
425 Winter Road
Delaware, Ohio 43015

[Table of Contents](#)

REQUIRED INFORMATION

The following financial statements for the Greif 401(k) Retirement Plan are being filed herewith:

<u>Description</u>	<u>Page No.</u>
Report of Independent Registered Public Accounting Firm	Page 3
Financial Statements December 31, 2004 and 2003 and the year ended December 31, 2004:	
Statements of Net Assets Available for Benefits	Page 4
Statement of Changes in Net Assets Available for Benefits	Page 5
Notes to Financial Statements	Pages 6 through 10
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)	Page 11

The following exhibits are being filed herewith:

<u>Exhibit No.</u>	<u>Description</u>	<u>Page No.</u>
1	Consent of Ernst & Young LLP	Page 14

Report of Independent Registered Public Accounting Firm

To the Participants and Administrator of
the Greif 401(k) Retirement Plan

We have audited the accompanying statements of net assets available for benefits of the Greif 401(k) Retirement Plan (formerly Greif Bros. 401(k) Retirement Plan and Trust) (the "Plan") as of December 31, 2004 and 2003, and the related statement of changes in net assets available for benefits for the year ended December 31, 2004. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2004 and 2003, and the changes in its net assets available for benefits for the year ended December 31, 2004, in conformity with U.S. generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2004 is presented for purposes of additional analysis and is not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, are fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ ERNST & YOUNG LLP

Columbus, Ohio
June 3, 2005

[Table of Contents](#)

Greif 401(k) Retirement Plan
(formerly Greif Bros. 401(k) Retirement Plan and Trust)

Statements of Net Assets Available for Benefits

	December 31	
	2004	2003
Investments, at fair value:		
Mutual funds	\$ 69,288,951	\$ 30,997,198
Common/collective funds	29,412,992	9,381,006
Common stock	5,385,440	2,590,775
Participant notes receivable	2,519,620	833,107
Total investments	106,607,003	43,802,086
Other	19	—
Net assets available for benefits	\$ 106,607,022	\$ 43,802,086

See accompanying notes.

[Table of Contents](#)

Greif 401(k) Retirement Plan
(formerly Greif Bros. 401(k) Retirement Plan and Trust)
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2004

Additions:	
Employee contributions	\$ 7,155,036
Employer contributions	1,199,205
Rollover contributions	380,219
Transfers from other plans	53,708,262
Investment income:	
Net appreciation in fair value of investments (<i>Note 3</i>)	9,273,033
Interest and dividend income	175,353
	<hr/> 71,891,108
Deductions:	
Benefits paid to participants	(9,061,753)
Administrative fees	(24,419)
	<hr/> 62,804,936
Net increase in net assets	43,802,086
Net assets available for benefits, beginning of year	43,802,086
	<hr/>
Net assets available for benefits, end of year	\$106,607,022

See accompanying notes.

Greif 401(k) Retirement Plan
(formerly Greif Bros. 401(k) Retirement Plan and Trust)

Notes to Financial Statements

December 31, 2004

1. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying financial statements of the Greif 401(k) Retirement Plan, formerly Greif Bros. 401(k) Retirement Plan and Trust, (the Plan) are prepared using the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Investment Valuation

The Plan's investments are stated at fair value. Investments are valued at quoted market prices, which represent the net asset values of units held by the Plan at year-end. Participant notes receivable are valued at their outstanding balance, which approximates fair value.

Payment of Benefits

Benefit payments are recorded upon distribution.

Administrative Expenses

The majority of administrative expenses of the Plan are paid by Greif, Inc. (the Sponsor).

2. Description of the Plan

The following brief description of the Plan is provided for general information purposes only. Participants should refer to the plan document for more complete information.

Greif 401(k) Retirement Plan
(formerly Greif Bros. 401(k) Retirement Plan and Trust)

Notes to Financial Statements

December 31, 2004

2. Description of the Plan (continued)

General

The Plan is a defined contribution plan covering all employees at adopting locations of the Sponsor and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan was adopted effective January 1, 1995 by the Sponsor to provide eligible employees with special incentives for retirement savings. Eligible employees participate as soon as administratively feasible following their date of hire and upon attaining the age of twenty-one.

The Plan provides that the Sponsor will appoint a committee (the Administrator) that is responsible for keeping accurate and complete records with regard to the Plan, informing participants of changes or amendments to the Plan, and ensuring that the Plan conforms to applicable laws and regulations. Investors Bank Trust (the Trustee) maintains the Plan assets.

Plan Merger

Effective December 31, 2003, each of the Sponsor's defined contribution retirement plans were merged into the Greif Bros. 401(k) Retirement Plan and Trust. As a result, all assets of these plans were transferred to the Greif Bros. 401(k) Retirement Plan and Trust on January 1, 2004. In addition, the Plan name was changed to Greif 401(k) Retirement Plan on January 1, 2004. Previously eligible participants of the plan were immediately eligible for the Greif 401(k) Retirement Plan.

Participant Contributions

Participants may contribute up to 100% of their annual compensation, not to exceed the deferral limit as established annually by the Internal Revenue Code, into a choice of investment options. In no event shall the amount contributed for any plan year exceed the amount allowable in computing the participant's federal income tax exclusion for that plan year.

Employer Contributions

At its discretion, the Sponsor may make matching and/or profit sharing contributions. The Sponsor, based on a percentage determined annually by the Board of Directors, matches participant contributions. Employer matching contributions are discretionary or are paid pursuant to collective bargaining agreements. Additional profit sharing amounts may be contributed at the option of the Sponsor and are allocated to participants based on their compensation. There were no profit sharing contributions during the year ended December 31, 2004, except as paid with respect to collective bargaining agreements.

Greif 401(k) Retirement Plan
(formerly Greif Bros. 401(k) Retirement Plan and Trust)

Notes to Financial Statements

December 31, 2004

2. Description of the Plan (continued)

Participant Notes Receivable

Subject to the Administrator's approval, the Trustee is empowered to lend to participants a portion of their account balances. The Trustee establishes interest rates and terms.

Vesting

Participants have full and immediate vesting in all participant contributions and related income credited to their accounts. Effective January 1, 2004, a participant's vested interest will be defined by the predecessor plan provisions covering the participant on December 31, 2003. After January 1, 2004, employer contributions vest ratably over a five-year period unless otherwise provided by collective bargaining agreements.

Investment Options

Participants may designate how Plan contributions are to be invested in any combination of the following collective / common and mutual funds held by the Trustee: MassMutual Stable Income Fund, MassMutual Conservative Journey Fund, MassMutual Moderate Journey Fund, MassMutual Aggressive Journey Fund, PIMCO Total Return Fund A, Dodge & Cox Balanced Fund, MassMutual Large Cap Value Fund, MassMutual Indexed Equity Fund, Dodge & Cox Stock Fund, Oppenheimer Capital Appreciation Fund, MassMutual Small Company Value Fund, MassMutual Mid Cap Growth II Fund, MassMutual Small Company Growth Fund, Lord Abbett Mid-Cap Value Fund and MassMutual Overseas Fund. Additionally, participants may invest up to a maximum of 20% of their initial deferral in a fund which invests primarily in common shares of Greif, Inc.

Greif 401(k) Retirement Plan
(formerly Greif Bros. 401(k) Retirement Plan and Trust)

Notes to Financial Statements

December 31, 2004

2. Description of the Plan (continued)

Payment of Benefits

Withdrawals under the Plan are allowed for termination of employment, hardship (as defined by the Plan), retirement, or the attainment of age 59 ½. Distributions may also be made to the participant in the event of physical or mental disability or to a named beneficiary in the event of the participant's death. Distributions are made in a lump sum payment or by installment payments.

Plan Termination

Although it has not expressed any intent to do so, the Sponsor has the right under the Plan to terminate the Plan subject to the provisions of ERISA. The final amounts accumulated in the participant's accounts will be distributed in accordance with Section 401(k)(10) of the Internal Revenue Code ("IRC").

3. Investments

During 2004, the Plan's investments (including investments bought, sold, exchanged, as well as held during the year) appreciated in fair value as follows:

	Net Realized and Unrealized Appreciation in Fair Value of Investments
Common Stock	\$ 1,657,074
Mutual and Collective Funds	7,615,959
	\$ 9,273,033

Greif 401(k) Retirement Plan
(formerly Greif Bros. 401(k) Retirement Plan and Trust)

Notes to Financial Statements

December 31, 2004

3. Investments (continued)

Investments that represent 5% or more of fair value of the Plan's net assets are as follows:

	December 31,	
	2004	2003
MassMutual Stable Income Fund	\$ 29,412,992	\$ 9,381,006
MassMutual Moderate Journey Fund	8,629,426	5,547,200
MassMutual Indexed Equity Fund	11,596,887	8,519,999
MassMutual Mid Cap Growth II	7,251,352	4,028,970
Dodge & Cox Balanced Fund	6,413,026	*
MassMutual Large Cap Value Fund	7,610,148	*
Capital Appreciation Fund	6,309,835	*
PIMCO Total Return Fund A	*	3,069,879
Greif, Inc. Class A Common Stock	5,385,440	2,590,775

* Amount does not exceed 5% of the Plan's net assets at the specified date.

4. Transactions with Parties in Interest

As of December 31, 2004 and 2003, the Plan owned 96,169 and 70,614 shares of the Sponsor's Class A Common Stock with a fair value of \$5,385,440 and \$2,590,775, respectively. Cash dividends received from the Sponsor were \$48,306 for the year ended December 31, 2004.

5. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated February 24, 2003, stating that the Plan is qualified under Section 401(a) of the IRC and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The plan administrator believes the Plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax exempt. To the extent that any operational issues are identified, the plan administrator has agreed to take appropriate corrective actions.

[Table of Contents](#)

Greif 401(k) Retirement Plan
(formerly Greif Bros. 401(k) Retirement Plan and Trust)
EIN 31-1652230 Plan 001

Schedule H, Line 4i- Schedule of Assets (Held at End of Year)

December 31, 2004

<u>Investment Description</u>	<u>Fair Value</u>
<u>Mutual Funds</u>	
MassMutual Moderate Journey Fund	\$ 8,629,426
MassMutual Conservative Journey Fund	1,037,604
MassMutual Aggressive Journey Fund	1,751,168
MassMutual Indexed Equity Fund	11,596,887
MassMutual Mid Cap Growth II	7,251,352
Dodge & Cox Balanced Fund	6,413,026
Dodge & Cox Stock Fund	4,322,773
MassMutual Large Cap Value Fund	7,610,148
Capital Appreciation Fund	6,309,835
MassMutual Small Company Value Fund	3,107,684
MassMutual Small Company Growth Fund	752,942
MassMutual Overseas Fund	4,689,924
Lord Abbett Mid-Cap Value Fund	825,061
PIMCO Total Return Fund	4,991,121
Total mutual funds	69,288,951
<u>Common/Collective Fixed Income Funds</u>	
MassMutual Stable Income Fund	29,412,992
<u>Common Stock</u>	
Greif, Inc. Class A Common Stock*	5,385,440
<u>Loans to Participants</u>	
Participant notes receivable, with interest rates of 5.0% to 10.5% and various due dates	2,519,620
Total investments	\$ 106,607,003

* Indicates party-in-interest to the Plan.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

GREIF 401(k) RETIREMENT PLAN

Date: June 29, 2005

By: _____ /s/ MICHAEL L. ROANE

Printed Name: **Michael L. Roane**
Title: **Plan Administrator**

[Table of Contents](#)

GREIF 401(K) RETIREMENT PLAN
ANNUAL REPORT ON FORM 11-K
FOR YEAR ENDED DECEMBER 31, 2004

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>	<u>Page No.</u>
1	Consent of Ernst & Young LLP	Page 14

Consent of Ernst & Young LLP

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-35048) pertaining to the Greif 401(k) Retirement Plan of our report dated June 3, 2005, with respect to the financial statements and schedule of the Greif 401(k) Retirement Plan included in this Annual Report (Form 11-K) for the year ended December 31, 2004.

/s/ ERNST & YOUNG LLP

Columbus, Ohio
June 28, 2005