

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Diener Shannon J</u> (Last) (First) (Middle) <u>C/O BAKER & HOSTELLER LLP,</u> <u>65 EAST STATE STREET, SUITE 2100</u> (Street) <u>COLUMBUS OH 43215</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GREIF INC [GEF, GEF.B]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/29/2011</u>		
	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 B Common Stock	12/29/2011		J ⁽¹⁾		2,150,360	D	\$0.00	1,016,154	I	See Footnote ⁽²⁾
Class A Common Stock	12/29/2011		J ⁽¹⁾		938	D	\$0.00	7,287	I	See Footnote ⁽²⁾
Class B Common Stock	12/05/2014		J ⁽³⁾		2,150,360	A	\$0.00	3,166,514	I	See Footnote ⁽²⁾
Class A Common Stock	12/05/2014		J ⁽³⁾		938	A	\$0.00	8,225	I	See Footnote ⁽²⁾
Class B Common Stock	12/05/2014		J ⁽⁴⁾		42,372	A	\$0.00	42,372	I	See Footnote ⁽⁴⁾

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					

Explanation of Responses:

- The shares related to the reported transaction are owned by family trusts. The reporting person was a trustee of these trusts until December 29, 2011, when a successor trustee was appointed to succeed the reporting person.
- As trustee of family trusts.
- The shares related to the reported transaction are owned by family trusts. On December 5, 2014, the reporting person was appointed as successor trustee of these trusts.
- The shares related to the reported transaction were acquired by reporting person as custodian for the benefit of a minor. The acquired shares were received in connection with a distribution from a charitable lead annuity trust created by a family member of such minor.

Remarks:

/s/ Shannon J. Diener 01/06/2015

** 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.