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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 4, 2005 (February 28, 2005)

GREIF, INC.
(Exact name of registrant as specified in its charter)

Delaware	**001-00566**	**31-4388903**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

425 Winter Road, Delaware, Ohio	**43015**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (740) 549-6000

Not Applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 1 – Registrant’s Business and Operations

Item 1.01 Entry into a Material Definitive Agreement.

(A) Approval of 2005 Outside Directors Equity Award Plan.

The Annual Meeting of Stockholders (the “Annual Meeting”) of Greif, Inc. (the “Company”) was held on February 28, 2005. At the Annual Meeting, stockholders approved the 2005 Outside Directors Equity Award Plan (the “2005 Plan”) for outside directors of the Company (directors of the Company who are not employees of the Company or any subsidiary or affiliate of the Company). The 2005 Plan replaced the Company’s 1996 Directors’ Stock Option Plan.

The Compensation Committee of the Company’s Board of Directors is responsible for administering the 2005 Plan. Among other matters, the Compensation Committee is responsible for (i) selecting outside directors to receive awards, (ii) granting awards, (iii) determining the number and type of awards to be granted, and (iv) determining the terms and conditions of awards. The 2005 Plan provides for awards of (A) stock options to purchase shares of the Company’s Class A Common Stock, (B) shares of Class A Common Stock which may be subject to transfer restrictions, and or (C) stock appreciation rights, or any combination thereof. The total number of shares of Class A Common Stock reserved and available for issuance for awards granted under the 2005 Plan is 100,000 shares, subject to proportionate adjustments made by the Compensation Committee as a result of changes in the capital structure of the Company.

The Company’s Board of Directors, without further action on the part of the Company’s stockholders, may from time to time alter, amend, or suspend the 2005 Plan or may at any time terminate the 2005 Plan, provided that: (i) no action may be taken that would impair the rights of a participant or transferee under any award previously granted, without the participant’s or transferee’s consent (except for amendments made to cause the 2005 Plan to comply with applicable law, applicable stock exchange rules or accounting rules); and (ii) except for proportionate adjustments made by the Compensation Committee as a result of changes in the capital structure of the Company as provided by the 2005 Plan, no amendment may be made without stockholder approval if the amendment would require stockholder approval under applicable law or applicable stock exchange rules. No awards may be granted under the 2005 Plan on or after February 28, 2015.

(B) Grants of Stock Options to Outside Directors.

On February 28, 2004, immediately following the Annual Meeting, each of the Company’s outside directors, namely Vicki L. Avril, Charles R. Chandler, Michael H. Dempsey, Daniel J. Gunsett, Judith D. Hook, Patrick J. Norton and David J. Olderman, was automatically granted a stock option to purchase 2,000 shares of the Company’s Class A Common Stock under the terms of the 2005 Plan. All of the stock options were immediately vested, are exercisable for a term of ten years (except as otherwise provided by the 2005 Plan), were granted at an exercise price of $64.35 per share (which was the last reported sale price for a share of Class A Common Stock on the New York Stock Exchange on February 25, 2005), and are otherwise subject to the terms and conditions of the 2005 Plan.

(C) New Credit Agreement

As of March 2, 2005, the Company and certain of its international subsidiaries, as borrowers, entered into a $350 million Credit Agreement (the “New Credit Agreement”) with a syndicate of financial institutions, as lenders, Deutsche Bank AG, New York Branch, as administrative agent, Deutsche Bank Securities Inc., as joint lead arranger and sole book-runner, KeyBank National Association, as joint lead arranger and syndication agent and National City Bank, Fleet National Bank and ING Capital LLC, as co-documentation agents. The New Credit Agreement provides for a $350 million revolving multicurrency credit facility. The revolving multicurrency credit facility is available for ongoing working capital and general corporate purposes and to refinance amounts outstanding under the Existing Credit Agreement (as defined in Item 1.02, below). Interest is based on either a euro currency rate or an alternative base rate that resets periodically plus a calculated margin amount. On March 3, 2005, $189.4 million was borrowed under the revolving multicurrency credit facility in order to prepay the obligations outstanding under the Existing Credit Agreement and certain costs and expenses incurred in connection with the New Credit Agreement.

The New Credit Agreement contains certain covenants, which include financial covenants that require the Company to maintain a certain leverage ratio and a minimum coverage of interest expense. The leverage ratio generally requires that at the end of any fiscal quarter the Company will not permit the ratio of (a) its total consolidated indebtedness less cash and cash equivalents plus aggregate cash proceeds received from an unrelated third party from a financing pursuant to a permitted receivables transaction to (b) its consolidated net income plus depreciation, depletion and amortization, interest expense (including capitalized interest), income taxes, and minus certain extraordinary gains and non-recurring gains (or plus certain extraordinary losses and non-recurring losses) for the preceeding twelve months (“EBITDA”) to be greater than 3.5 to 1. The interest coverage ratio generally requires that at the end of any fiscal quarter the Company will not permit the ratio of (a) its EBITDA to (b) its interest expense (including capitalized interest) for the preceeding twelve months to be less than 3 to 1. On March 3, 2005, the Company was in compliance with these covenants. The terms of the New Credit Agreement limit the Company’s ability to make “restricted payments,” which include dividends and purchases, redemptions and acquisitions of equity interests of the Company. The repayment of this facility is secured by a pledge of the capital stock of substantially all of the Company’s United States subsidiaries and, in part, by the capital stock of the international borrowers. However, in the event that the Company receives an investment grade rating from either Moody’s Investors Service, Inc. or Standard & Poor’s Corporation, the Company may request that such collateral be released.

On March 3, 2005, the Company issued a press release (the “Credit Agreement Release”) announcing the closing of the New Credit Agreement. The full text of the Credit Agreement Release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 1.02 Termination of a Material Definitive Agreement.

The Company and certain of its international subsidiaries, as borrowers, were parties to an Amended and Restated Senior Secured Credit Agreement dated as of August 23, 2002, as amended (the “Existing Credit Agreement”), with a syndicate of financial institutions, as lenders, Citigroup Global Market Inc. (formerly known as Salomon Smith Barney Inc.), as joint lead arranger and sole book-runner, CitiCorp North America, Inc., as administrative agent, Deutsche Bank Trust Company Americas and KeyBank National Association, as co-syndication agents, Sun Trust Bank, as documentation agent, and Deutsche Bank Securities, Inc., as joint lead arranger. On March 3, 2004, proceeds from the New Credit Agreement were used to prepay the obligations outstanding under the Existing Credit Agreement, and the Existing Credit Agreement was terminated as of that date. See Item 1.01, above, for a discussion of the New Credit Agreement.

The Existing Credit Agreement originally provided for a $300 million term loan and a $250 million revolving multicurrency credit facility. The revolving multicurrency credit facility was available for working capital and general corporate purposes. On February 11, 2004, the Existing Credit Agreement was amended to permanently reduce the credit facility to $230 million, to increase the outstanding balance of the term loan from $226 million to $250 million, and to lower the applicable margin by 50 basis points while maintaining the existing maturity schedule. The incremental borrowings under the term loan were used to reduce borrowings under the revolving multicurrency credit facility. Interest was based on either a London InterBank Offered Rate ("LIBOR") or an alternative base rate that was reset periodically plus a calculated margin amount.

The Existing Credit Agreement contained certain covenants, which include financial covenants that required the Company to maintain a certain leverage ratio, a minimum coverage of interest expense and fixed charges, and a minimum net worth. The leverage ratio generally required that at the end of any fiscal quarter the Company would not permit the ratio of (a) its total consolidated indebtedness less cash and cash equivalents plus aggregate cash proceeds received from an unrelated third party from a financing pursuant to a permitted receivables transaction to (b) its consolidated net income plus depreciation, depletion and amortization, interest expense, income taxes, extraordinary gains and losses, deferred financing gains and losses in connection with the early extinguishment of indebtedness equity in earnings of affiliates and minority interests and non-recurring items for the last twelve months ("EBITDA") to be greater than 3.5 to 1. The fixed charge coverage ratio generally required that at the end of any fiscal quarter the Company would not permit the ratio of (a) its EBITDA to (b) our interest expense plus capital expenditures (excluding timberland purchases), capitalized interest, scheduled principal payments and cash tax expense less taxes paid on asset sales over the last twelve months to be less than 1.2 to 1. The interest coverage ratio generally required that at the end of any fiscal quarter the Company would not permit the ratio of (a) its EBITDA to (b) its interest expense for the last twelve months to be less than 3 to 1. The minimum net worth covenant required that the Company would not permit its consolidated net worth (calculated by excluding net gains resulting from asset sales (other than sales of timber assets) at the end of any quarter to be less than (a) $500 million plus (b) 50 percent of the sum of positive consolidated net income for each quarter beginning with the first quarter after the original closing date (March 2001) plus (c) 100 percent of the net cash proceeds received after the original closing date for each issuance of equity interests. The terms of the Existing Credit Agreement limited the Company's ability to make "restricted payments," which include dividends and purchases, redemptions and acquisitions of equity interests of the Company. The repayment of this facility was secured by a first lien on substantially all of the personal property and certain of the real property of the Company and its United States subsidiaries and, in part, by the capital stock of the international borrowers and any intercompany notes payable to them.

The Company did not incur any early termination or prepayment penalties in connection with the prepayment and termination of the Existing Credit Agreement.

Section 2 – Financial Information

Item 2.02. Results of Operations and Financial Condition.

On March 2, 2005, the Company issued a press release (the “Earnings Release”) announcing the financial results for its first quarter ended January 31, 2005. The full text of the Earnings Release is attached as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

The Earnings Release included the following non-GAAP financial measures (the “non-GAAP Measures”): (i) net income before restructuring charges and timberland gains; (ii) diluted earnings per Class A and Class B share before restructuring charges and timberland gains; (iii) operating profit before restructuring charges and timberland gains; and (iv) operating profit before restructuring charges. Net income before restructuring charges and timberland gains is equal to GAAP net income plus restructuring charges less timberland gains, net of tax. Diluted earnings per Class A and Class B share before restructuring charges and timberland gains is equal to GAAP diluted earnings per Class A and Class B share plus the effects of restructuring charges less the effects of timberland gains, net of tax. Operating profit before restructuring charges and timberland gains is equal to GAAP operating profit plus restructuring charges less timberland gains. Operating profit before restructuring charges is equal to GAAP operating profit plus restructuring charges.

The Company discloses the non-GAAP Measures because management believes that these non-GAAP Measures are a better indication of the Company’s operational performance than GAAP net income, diluted earnings per Class A and Class B share and operating profit since they exclude restructuring charges, which are not representative of ongoing operations, and timberland gains, which are volatile from period to period. The non-GAAP Measures provide a more stable platform on which to compare the historical performance of the Company.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

(A) Creation of a Direct Financial Obligation

Information concerning the Company’s New Credit Agreement is set forth in Item 1.01(C), which information is incorporated herein by reference.

Item 2.04 Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement.

(A) Prepayment of a Direct Financial Obligation

Information concerning the prepayment of the Company’s Existing Credit Agreement is set forth in Items 1.01(C) and 1.02, which information is incorporated herein by reference.

Section 8 – Other Events

Item 8.01 Other Events.

In February 1999, the Company’s Board of Directors authorized a stock repurchase program whereby the Company was authorized to purchase up to 1,000,000 shares of the Company’s Class A Common Stock or Class B Common Stock or any combination of the foregoing (the “Common Stock”). As of January 31, 2005, the Company had repurchased 864,680 shares, including 486,476 shares of Class A Common Stock and 378,204 shares of Class B Common Stock pursuant to this stock repurchase program.

On February 28, 2005, the Board of Directors authorized the Company to repurchase an additional 1,000,000 shares of its Common Stock under this stock repurchase program.

Section 9 – Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit No.	Description
99.1	Press release issued by Greif, Inc. on March 3, 2005, announcing the closing of its new $350 million revolving credit facility.
99.2	Press release issued by Greif, Inc. on March 2, 2005, announcing the financial results for its first quarter ended January 31, 2005.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

	GREIF, INC.
Date: March 4, 2005	By /s/ Donald S. Huml
	Donald S. Huml, Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release issued by Greif, Inc. on March 3, 2005, announcing the closing of its new $350 million revolving credit facility.
99.2	Press release issued by Greif, Inc. on March 2, 2005, announcing the financial results for its first quarter ended January 31, 2005.

EXHIBIT 99.1

GREIF, INC. NEGOTIATES NEW REVOLVING CREDIT FACILITY

CONTACT:
Deb Strohmaier, APR
Director, Communications
(740) 549-6074
debra.strohmaier@greif.com

Delaware, Ohio — March 3, 2005 — Greif, Inc. (NYSE: GEF) today announced the closing of a $350 million revolving credit facility co-arranged by Deutsche Bank Securities and Key Bank, N.A. The proceeds from this facility will be used to repay the company's existing revolving credit facility and term loan, and for other general corporate purposes.

"We are extremely pleased with this new facility," said Greif Chief Financial Officer Donald S. Huml." The terms of the facility are substantially equivalent to those typical for an investment-grade rated company - our near-term aspiration. This is further evidence of the significant improvement in our financial performance and credit profile."

The facility will initially be priced at a spread over LIBOR of 100 basis points on an all-drawn basis for a six-month period, and then will follow a pricing grid based upon the company's total leverage.

Greif, Inc. is the world leader in industrial packaging products and services. The Company provides extensive experience in steel, plastic, fibre, corrugated and multiwall containers and protective packaging for a wide range of industries. Greif also produces containerboard and manages timber properties in North America. Greif is strategically positioned in more than 40 countries to serve global as well as regional customers. Additional information is on the Company's Web site at www.greif.com.

EXHIBIT 99.2

Contacts:

Analysts:	Robert Lentz 614-876-2000
Media:	Deb Strohmaier 740-549-6074

GREIF, INC. REPORTS FIRST QUARTER 2005 RESULTS

DELAWARE, Ohio (March 2, 2005) – Greif, Inc. (NYSE: GEF, GEF.B), a global leader in industrial packaging with niche businesses in paper, corrugated packaging and timber, today announced results for its first quarter ended January 31, 2005. Net income before restructuring charges and timberland gains was $14.5 million for the first quarter of 2005 compared with $4.5 million for the first quarter of last year. Diluted earnings per share before restructuring charges and timberland gains were $0.50 versus $0.16 per Class A share and $0.76 versus $0.23 per Class B share for the first quarter of 2005 and 2004, respectively.

The Company reported GAAP net income of $15.1 million, or $0.52 per diluted Class A share and $0.79 per diluted Class B share, for the first quarter of 2005 versus a net loss of $3.4 million, or a loss of $0.12 per diluted Class A share and $0.18 per diluted Class B share, for the same quarter last year. The Company's first quarter of 2005 results were positively impacted by a lower level of restructuring charges ($8.1 million decrease) and higher timberland gains ($4.1 million increase) compared to the first quarter of 2004.

Michael J. Gasser, Chairman and Chief Executive Officer, said, "We are pleased with our operating results for the first quarter of 2005 despite continued pressures in raw material costs. During fiscal 2005, we will continue to focus on transitioning our transformation initiatives into the Greif Business System – that is, the way we do business and create value for the long-term."

A reconciliation of the differences between all non-GAAP financial measures disclosed in this release with the most directly comparable GAAP financial measures is included in the financial schedules that are a part of this release.

Consolidated Results

Net sales rose 24 percent to $582.6 million for the first quarter of 2005 from $468.9 million for the same quarter of 2004. Net sales increased approximately 21 percent excluding the impact of foreign currency translation. Higher selling prices, primarily in response to increased costs of steel and resin in the Industrial Packaging & Services segment and old corrugated containers ("OCC") in the Paper, Packaging & Services segment, contributed to this improvement.

Gross profit was $88.7 million, or 15.2 percent of net sales, for the first quarter of 2005 versus $69.5 million, or 14.8 percent of net sales, for the first quarter of 2004. The principal factors impacting the improvement in gross profit margin compared to a year ago were improved selling prices and efficiencies in labor and other manufacturing costs resulting from the ongoing transformation initiatives. Higher raw material costs partially offset these positive factors to the gross profit margin improvement.

Selling, general and administrative (“SG&A”) expenses were $59.7 million, or 10.3 percent of net sales, for the first quarter of 2005 compared to $51.0 million, or 10.9 percent of net sales, for the same period a year ago. The increase in SG&A expenses was primarily attributable to an increase in salaries and employee benefits (incentive compensation, medical and pension expenses). Overall SG&A was influenced by a $1.6 million negative foreign currency translation impact.

Operating profit before restructuring charges and timberland gains increased 68 percent to $31.3 million for the first quarter of 2005 compared with $18.6 million for the first quarter of 2004. There were $7.2 million and $15.3 million of restructuring charges and $8.1 million and $3.9 million of timberland gains during the first quarter of 2005 and 2004, respectively. GAAP operating profit was $32.2 million for the first quarter of 2005 compared with $7.3 million for the same period last year.

Business Group Results

Industrial Packaging & Services

In the Industrial Packaging & Services segment, the Company offers a comprehensive line of industrial packaging products, such as steel, fibre and plastic drums, intermediate bulk containers, closure systems for industrial packaging products and polycarbonate water bottles throughout the world. The key factors influencing profitability in the first quarter of 2005 compared to the first quarter of 2004 in the Industrial Packaging & Services segment were:

- Higher selling prices;
- Generally higher volumes for steel and plastic drums;
- Benefits from transformation initiatives;
- Higher raw material costs, especially steel and resin;
- Restructuring charges; and
- Foreign currency translation.

In this segment, net sales rose 27 percent to $429.0 million for the first quarter of 2005 from $337.4 million for the same period last year. Net sales increased 23 percent excluding the impact of foreign currency translation. Selling prices rose primarily in response to higher raw material costs, especially steel and resin, and sales volumes were generally higher for steel and plastic drums.

Operating profit before restructuring charges rose to $17.7 million for the first quarter of 2005 from $8.9 million for the same period a year ago. Restructuring charges were $6.8 million for the first quarter of 2005 compared with $12.0 million a year ago. The Industrial Packaging & Services segment's gross profit margin benefited from labor and other manufacturing efficiencies resulting from transformation initiatives, partially offset by higher raw material costs. GAAP operating profit was $10.9 million for the first quarter of 2005 compared with an operating loss of $3.2 million for the first quarter of 2004.

Paper, Packaging & Services

In the Paper, Packaging & Services segment, the Company sells containerboard, corrugated sheets and other corrugated products and multiwall bags in North America. The key factors influencing profitability in the first quarter of 2005 compared to the first quarter of 2004 in the Paper, Packaging & Services segment were:

- Higher selling prices;
- Higher raw material costs, especially OCC; and
- Restructuring charges.

In this segment, net sales rose 18 percent to $148.2 million for the first quarter of 2005 from $125.3 million for the same period last year due to improved selling prices for this segment's products.

Operating profit before restructuring charges was $9.6 million for the first quarter of 2005 compared with $5.4 million the prior year. Restructuring charges were $0.4 million for the first quarter of 2005 versus $3.2 million a year ago. The increase in operating profit before restructuring charges was primarily due to improved selling prices, partially offset by higher raw material costs, particularly OCC, in the containerboard operations. GAAP operating profit was $9.2 million for the first quarter of 2005 compared with $2.2 million for the first quarter of 2004.

Timber

In the Timber segment, the Company owns approximately 281,000 acres of timber properties in southeastern United States, which are actively harvested and regenerated, and approximately 35,000 acres in Canada. The key factors influencing profitability in the first quarter of 2005 compared to the first quarter of 2004 in the Timber segment were:

- Lower planned timber sales; and
- Higher gain on sale of timberland.

Timber net sales were $5.3 million for the first quarter of 2005 compared with $6.2 million for the same period last year. As a result of the lower planned sales volume, operating profit before restructuring charges and timberland gains was $4.0 million for the first quarter of 2005 compared to $4.4 million a year ago. Restructuring charges were insignificant for the first quarter in both years. Timberland gains were $8.1 million for the first quarter of 2005 and $3.9 million for the same period last year. GAAP operating profit was $12.1 million for the first quarter of 2005 compared with $8.3 million for the first quarter of 2004.

Transformation Initiatives

The Company’s transformation initiatives continue to enhance long-term organic sales growth, generate productivity improvements and achieve permanent cost reductions. The transformation, which began in fiscal 2003, has delivered annualized benefits of approximately $80 million through the end of fiscal 2004. Additional annualized benefits of approximately $35 million are expected during fiscal 2005. The opportunities continue to include, but are not limited to, improved labor productivity, material yield and other manufacturing efficiencies, coupled with further footprint consolidation. In addition, the Company has launched a strategic sourcing initiative to more effectively leverage its global spend and lay the foundation for a world-class sourcing and supply chain capability.

As previously disclosed, only costs related to the transformation activities already begun prior to October 31, 2004 are being designated as restructuring charges during fiscal 2005. Approximately $15 million to $20 million of restructuring charges are anticipated in fiscal 2005.

Financing Arrangements

Total debt outstanding was $486 million at January 31, 2005 compared to $469 million at October 31, 2004 and $661 million at January 31, 2004. Total debt to total capitalization was 42.7 percent at January 31, 2005 and October 31, 2004, down from 53.8 percent at January 31, 2004.

Interest expense declined to $10.1 million for the first quarter of 2005 from $12.2 million for the same quarter last year. This reduction was primarily due to lower average debt outstanding during the first quarter of 2005 compared to the first quarter of 2004.

Capital Expenditures

Capital expenditures were $8.7 million for the first quarter of 2005 compared with capital expenditures of $7.1 million, excluding timberland purchases of $2.7 million, during the same period last year. There were no timberland purchases during the first quarter of 2005.

For fiscal 2005, capital expenditures are expected to be approximately $75 million, excluding timberland purchases, which would be approximately $25 million below the Company’s anticipated depreciation expense of approximately $100 million.

Share Repurchases

The Company repurchased 100,000 Class B Common Stock during the first quarter of fiscal 2005 pursuant to the stock repurchase program authorized by the Board of Directors in February 1999, which authorized the Company to purchase up to one million shares of the Company’s Class A Common Stock or Class B Common Stock or any combination of the foregoing (the “Common Stock”). As of January 31, 2005, the Company had repurchased 864,680 shares, including 486,476 shares of Class A Common Stock and 378,204 shares of Class B Common Stock pursuant to this program.

On February 28, 2005, the Board of Directors authorized the Company to repurchase an additional one million shares of its Common Stock.

Company Outlook

Ongoing benefits from the transformation initiatives, which include incremental savings of $35 million to be realized in fiscal 2005 and improvement in the fundamentals for the Paper, Packaging & Services segment, are expected to drive earnings improvement. These positive factors will be partially offset by lower planned Timber segment results. Although the Company exited the first quarter with positive momentum, challenges remain, especially with respect to raw material and other costs. Management reaffirms guidance, before restructuring charges and timberland gains, in the range of $3.50 to $3.60 per Class A share for fiscal 2005.

Conference Call

The Company will host a conference call to discuss its first quarter of 2005 results on Thursday, March 3, 2005 at 10:00 a.m. ET at (800) 218-9073. For international callers, the number is +1 (303) 262-2130.

The conference call will also be available through a live webcast, which can be accessed at www.greif.com. A replay of the conference call will be available on the Company’s Web site approximately one hour following the call.

About Greif

Greif is a world leader in industrial packaging products and services. The Company provides extensive expertise in steel, plastic, fibre, corrugated and multiwall containers for a wide range of industries. Greif also produces containerboard and manages timber properties in the United States. Greif is strategically positioned in more than 40 countries to serve multinational as well as regional customers. Additional information is on the Company’s Web site at www.greif.com.

Forward-Looking Statements

All statements other than statements of historical facts included in this news release, including, without limitation, statements regarding the Company’s future financial position, business strategy, budgets, projected costs, goals and plans and objectives of management for future operations, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements generally can be identified by the use of forward-looking terminology such as “may,” “will,” “expect,” “intend,” “estimate,” “anticipate,” “project,” “believe,” “continue” or “target” or the negative thereof or variations thereon or similar terminology. All forward-looking statements made in this news release are based on information currently available to management. Although the Company believes that the expectations reflected in forward-looking statements have a reasonable basis, the Company can give no assurance that these expectations will prove to be correct. Forward-looking statements are subject to risks and uncertainties that could cause actual events or results to differ materially from those expressed in or implied by the statements. Such risks and uncertainties that might cause a difference include, but are not limited to: general economic or business conditions, including a prolonged or substantial economic downturn; changing trends and demands in the industries in which the Company competes, including industry over-capacity; industry competition; the continuing consolidation of the Company’s customer base for its industrial packaging, containerboard and corrugated products; political instability in those foreign countries where the Company manufactures and sells its products; foreign currency fluctuations and devaluations; availability and costs of raw materials for the manufacture of the Company’s products, particularly steel, resin and old corrugated containers, and price fluctuations in energy costs; costs associated with litigation or claims against the Company pertaining to environmental, safety and health, product liability and other matters; work stoppages and other labor relations matters; property loss resulting from wars, acts of terrorism or natural disasters; the Company’s ability to integrate its newly acquired operations effectively with its existing business; the Company’s ability to achieve improved operating efficiencies and capabilities; the frequency and volume of sales of the Company’s timber and timberland; and the deviation of actual results from the estimates and/or assumptions used by the Company in the application of its significant accounting policies. These and other risks and uncertainties that could materially affect the Company’s consolidated financial results are further discussed in its filings with the Securities and Exchange Commission, including its Form 10-K for the year ended October 31, 2004. The Company assumes no obligation to update any forward-looking statements.

GREIF, INC. AND SUBSIDIARY COMPANIES
CONSOLIDATED STATEMENTS OF OPERATIONS
UNAUDITED
(Dollars in thousands, except per share amounts)

	Quarter ended January 31,	
	2005	2004
Net sales	$582,564	$468,860
Cost of products sold	493,838	399,410
Gross profit	88,726	69,450
Selling, general and administrative expenses	59,721	51,025
Restructuring charges	7,186	15,259
Gain on sale of assets	10,344	4,109
Operating profit	32,163	7,275
Interest expense, net	10,093	12,247
Other income (expense), net	(766)	222
Income (loss) before income tax expense (benefit) and equity in earnings of affiliates and minority interests	21,304	(4,750)
Income tax expense (benefit)	5,965	(1,463)
Equity in earnings of affiliates and minority interests	(203)	(79)
Net income (loss)	$ 15,136	$ (3,366)
Basic earnings (loss) per share:		
Class A Common Stock	$ 0.53	$ (0.12)
Class B Common Stock	$ 0.79	$ (0.18)
Diluted earnings (loss) per share:		
Class A Common Stock	$ 0.52	$ (0.12)
Class B Common Stock	$ 0.79	$ (0.18)

GREIF, INC. AND SUBSIDIARY COMPANIES
SEGMENT DATA
UNAUDITED
(Dollars in thousands)

	Quarter ended January 31,	
	2005	**2004**
Net sales		
Industrial Packaging & Services	$ 429,042	$ 337,391
Paper, Packaging & Services	148,205	125,294
Timber	5,317	6,175
Total	$ 582,564	$ 468,860
Operating profit		
Operating profit before restructuring charges and timberland gains:		
Industrial Packaging & Services	$ 17,679	$ 8,851
Paper, Packaging & Services	9,591	5,353
Timber	4,007	4,396
Operating profit before restructuring charges and timberland gains	31,277	18,600
Restructuring charges:		
Industrial Packaging & Services	6,798	12,023
Paper, Packaging & Services	377	3,169
Timber	11	67
Restructuring charges	7,186	15,259
Timberland gains:		
Timber	8,072	3,934
Total	$ 32,163	$ 7,275
Depreciation, depletion and amortization expense		
Industrial Packaging & Services	$ 16,136	$ 17,058
Paper, Packaging & Services	8,452	8,825
Timber	394	827
Total	$ 24,982	$ 26,710

GREIF, INC. AND SUBSIDIARY COMPANIES
GEOGRAPHIC DATA
UNAUDITED
(Dollars in thousands)

	Year ended January 31,	
	2005	2004
Net sales		
North America	$ 317,176	$ 268,024
Europe	176,170	132,946
Other	89,218	67,890
Total	$ 582,564	$ 468,860
Operating profit		
Operating profit before restructuring charges and timberland gains:		
North America	$ 17,637	$ 7,667
Europe	6,040	6,058
Other	7,600	4,875
Operating profit before restructuring charges and timberland gains	31,277	18,600
Restructuring charges	7,186	15,259
Timberland gains	8,072	3,934
Total	$ 32,163	$ 7,275

GREIF, INC. AND SUBSIDIARY COMPANIES
CONDENSED CONSOLIDATED BALANCE SHEETS
UNAUDITED
(Dollars in thousands)

	January 31, 2005	October 31, 2004
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	$ 56,138	$ 38,109
Trade accounts receivable	263,020	307,750
Inventories	212,503	191,457
Other current assets	74,629	75,366
	606,290	612,682
LONG-TERM ASSETS		
Goodwill	237,211	237,803
Intangible assets	26,503	27,524
Other long-term assets	53,277	54,547
	316,991	319,874
PROPERTIES, PLANTS AND EQUIPMENT	875,132	880,682
	$ 1,798,413	$ 1,813,238
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	$ 244,950	$ 281,265
Short-term borrowings	9,036	11,621
Other current liabilities	130,023	144,332
	384,009	437,218
LONG-TERM LIABILITIES		
Long-term debt	477,056	457,415
Other long-term liabilities	282,117	287,786
	759,173	745,201
MINORITY INTEREST	1,988	1,725
SHAREHOLDERS' EQUITY	653,243	629,094
	$ 1,798,413	$ 1,813,238

GREIF, INC. AND SUBSIDIARY COMPANIES
GAAP TO NON-GAAP RECONCILIATION
UNAUDITED
(Dollars in thousands, except per share amounts)

	Quarter ended January 31, 2005			Quarter ended January 31, 2004		
		Diluted per share amounts			Diluted per share amounts	
		Class A	Class B		Class A	Class B
GAAP – operating profit	$32,163			$ 7,275		
Restructuring charges	7,186			15,259		
Timberland gains	(8,072)			(3,934)		
Non-GAAP – operating profit before restructuring charges and timberland gains	$31,277			$18,600		
GAAP – net income	$15,136	$ 0.52	$ 0.79	$ (3,366)	$ (0.12)	$ (0.18)
Restructuring charges, net of tax	5,174	0.18	0.28	10,559	0.38	0.56
Timberland gains, net of tax	(5,812)	(0.20)	(0.31)	(2,722)	(0.10)	(0.15)
Non-GAAP – net income before restructuring charges and timberland gains	$14,498	$ 0.50	$ 0.76	$ 4,471	$ 0.16	$ 0.23

GREIF, INC. AND SUBSIDIARY COMPANIES
GAAP TO NON-GAAP RECONCILIATION
UNAUDITED
(Dollars in thousands)

	Quarter ended January 31,	
	2005	**2004**
Industrial Packaging & Services		
GAAP – operating profit	$10,881	$ (3,172)
Restructuring charges	6,798	12,023
Non-GAAP – operating profit before restructuring charges	$17,679	$ 8,851
Paper, Packaging & Services		
GAAP – operating profit	$ 9,214	$ 2,184
Restructuring charges	377	3,169
Non-GAAP – operating profit before restructuring charges	$ 9,591	$ 5,353
Timber		
GAAP – operating profit	$12,068	$ 8,263
Restructuring charges	11	67
Timberland gains	(8,072)	(3,934)
Non-GAAP – operating profit before restructuring charges and timberland gains	$ 4,007	$ 4,396