FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| l | OMB APPROVAL | | | | | | | | | |
|---|-----------------------|-----------|--|--|--|--|--|--|--|--|
| | OMB Number: | 3235-0287 | | | | | | | | |
| | Estimated average bur | den | | | | | | | | |

0.5

hours per response:

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

| | d Address of DONAL | 2. Issuer Name and Ticker or Trading Symbol GREIF INC GEF,GEF.B | | | | | | | | | neck all a _l | | ng Person(s) to I | | | | | | |
|--|--|--|-------------|----------|-------|--|---|----------|--|-------|-------------------------|---|-------------------|---------------------|---|--|---|--|--|
| (Last) (First) (Middle) 425 WINTER ROAD | | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 10/15/2010 | | | | | | | | | ter (give title Other (w) below) Executive VP and CFO | | (specify) | |
| (Street) DELAWARE OH 43015 (City) (State) (Zip) | | | | | 4. If | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | e) X Foi Foi | ividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |
| | | Tabl | e I - Noi | า-Deriv | ative | Se | curitie | s Acc | quired, | Dis | posed o | f, or | Ben | eficia | lly Owr | ned | | | |
| 1. Title of Security (Instr. 3) 2. Transac Date (Month/Da | | | | | | Execution Date, | | | 3. Transaction Code (Instr. 8) 4. Securities Acquii Disposed Of (D) (Instr. 5) | | | | | Secu Bene Own | nount of irities eficially ed Following orted | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | | Code | v | Amount | (A (I | A) or O) | Price | Tran | saction(s) r. 3 and 4) | | (III3U. 4) | | | | | |
| Class A C | ommon St | ock | /2010 | 2010 | | S | | 1,965 | | D | \$59. | 37 | 8,603 | D | | | | | |
| | | Та | able II - I | | | | | | | | sed of, onvertib | | | | Owne | d | | | |
| 1. Title of Derivative Security (Instr. 3) | ative Conversion Date Execution Date, if any | | | ay/Year) | | saction of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expiration Exercisable Date | | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4) Amoun or Numbe of Title Shares | | | 8. Price of Derivative Security (Instr. 5) | | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |

Explanation of Responses:

Remarks:

The shares covered by this Form 4 have been sold pursuant to a Rule 10b5-1 Sales Plan dated June 18, 2010 which is intended to comply with Rule 10b5-1.

<u>Donald S. Huml by John K.</u> <u>Dieker pursuant to a POA filed</u> 10/15/2010 with the Commission.

** 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.