

KEANE KEVIN T
Form 4
December 05, 2011

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KEANE KEVIN T

(Last) (First) (Middle)
1801ELMWOOD AVE
(Street)

BUFFALO, NY 14207

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MOD PAC CORP [MPAC]

3. Date of Earliest Transaction
(Month/Day/Year)
12/02/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
\$.01 Par Value Common Stock				(A) or (D)			
			Code	V	Amount	(D)	Price
\$.01 Par Value Common Stock					5,000	D	
\$.01 Par Value Common Stock ⁽¹⁾					29,439	I	By Spouse
\$.01 Par Value Class B Stock ⁽¹⁾					12,414	I	By Spouse

\$.01 Par
Value Class 63,236 D
B Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (Instr. 3 and 4)	8. Price or Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 8.44					08/20/2004	02/20/2014	\$.01 PV Com Stk	18,750
Option	\$ 12.8					07/06/2005	01/06/2015	\$.01 PV Com Stk	14,000
Option	\$ 11.68					06/21/2006	12/21/2015	\$.01 PV Com Stk	4,000
Option	\$ 10					06/13/2007	12/13/2016	\$.01 PV Com Stk	4,000
Option	\$ 5.62					08/27/2008	02/27/2018	\$.01 PV Com Stk	4,000
Option	\$ 1.68					08/25/2009	02/25/2019	\$.01 PV Com	7,500

Option	\$ 6.03					08/22/2010	02/22/2020			\$0.01 PV Com Stk	5,000	
Option	\$ 4.86					09/09/2011	03/09/2021			\$0.01 PV Com Stk	5,000	
Option <u>(2)</u>	\$ 5.9	12/02/2011		A	2,500	06/02/2012	12/02/2021			\$0.01 PV Com Stk	2,500	\$ 5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEANE KEVIN T 1801ELMWOOD AVE BUFFALO, NY 14207	X	X	Chairman	

Signatures

/s/ Daniel J. Geary, as Power of Attorney for Kevin T.
Keane

12/05/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Mr. Keane disclaims any beneficial ownership in shares held by his wife.

(2) Granted pursuant to Directors Stock Option Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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