

MOD PAC CORP  
Form 4  
September 30, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Rechin Philip C

(Last) (First) (Middle)

1801 ELMWOOD AVENUE

(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)  
09/30/2013

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)  
VP Sales

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)
				(A) or (D)	Price		
\$.01 PV Common Stock <sup>(1)</sup>	09/30/2013		D	24,647	D \$ 9.25	0	D

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

**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 control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 of Underlying Security (Instr. 3 and 4)	
				Code	V	(A)	(D)	Title	Amount or Number of Shares	
Option	\$ 8.44	09/30/2013		D		4,400		\$0.01 PV Com Stk	0	\$ 0.00
Option	\$ 12.8	09/30/2013		D		2,200		\$0.01 PV Com Stk	0	\$ 0.00
Option	\$ 11.68	09/30/2013		D		3,000		\$0.01 PV Com Stk	0	\$ 0.00
Option	\$ 10	09/30/2013		D		3,000		\$0.01 PV Com Stk	0	\$ 0.00
Option	\$ 7.36	09/30/2013		D		5,000		\$0.01 PV Com Stk	0	\$ 1.80
Option	\$ 1.85	09/30/2013		D		10,000		\$0.01 PV Com Stk	0	\$ 7.00
Option	\$ 4.37	09/30/2013		D		8,000		\$0.01 PV Com Stk	0	\$ 4.80
Option	\$ 4.65	09/30/2013		D		8,000		\$0.01 PV Com Stk	0	\$ 4.00
Option	\$ 5.9	09/30/2013		D		4,000		\$0.01 PV Com	0	\$ 3.30

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rechin Philip C 1801 ELMWOOD AVENUE BUFFALO, NY 14207			VP Sales	

## Signatures

/s/ Daniel J. Geary, as Power of Attorney for Philip C.  
Rechin

09/30/2013

\*\*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) Disposed of pursuant to merger agreement between Mod-Pac Corp., Rosalia Capital LLC and Mandan Acquisition Corp. dated April 11, 2013, as amended (the "Merger Agreement").
- (2) Cancelled pursuant to the Merger Agreement.
- (3) Disposed of pursuant to the Merger Agreement in exchange for the right to receive \$9.25 per underlying share of common stock minus the exercise price therefore.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.