

GOTTWALD JOHN D
Form 4
November 23, 2012

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 *
GOTTWALD JOHN D

(Last) (First) (Middle)

WESTHAM PARTNERS, 9030
STONY POINT PARKWAY

(Street)

RICHMOND, VA 23235

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TREDEGAR CORP [TG]

3. Date of Earliest Transaction
(Month/Day/Year)
11/20/2012

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)

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. Transactionor 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 | | |
| Tredegard Common Stock | 11/20/2012 | | G | | 59,067 (1) | D | |
| Tredegard Common Stock | | | | | | I | Footnote (2) |
| Tredegard Common Stock | 11/13/2012 | | G | V | 39,792 | A | \$ 0 |
| | | | | | | I | 42,317 |
| Tredegard Common Stock | 11/20/2012 | | G | | 30,749 (1) | D | \$ 18.24 |
| | | | | | | I | 11,568 |

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| | | | | | | | | |
|-----------------------------|------------|---|----------|---|------|---------|---|--------------------------|
| Stock | | | | | | | | |
| Tredegar Common Stock | | | | | | 1,483 | I | <u>Footnote (5)</u> |
| Tredegar Common Stock | | | | | | 8,571 | I | <u>Footnote (6)</u> |
| Tredegar Common Stock | | | | | | 4,935 | I | <u>Footnote (7)</u> |
| Tredegar Common Stock | | | | | | 2,100 | I | <u>Footnote (8)</u> |
| Tredegar Common Stock | | | | | | 4,710 | I | <u>Footnote (9)</u> |
| Tredegar Common Stock | | | | | | 2,682 | I | <u>Footnote (10)</u> |
| Tredegar Common Stock | | | | | | 2,682 | I | <u>Footnote (11)</u> |
| Tredegar Common Stock | 11/13/2012 | G | V 30,749 | D | \$ 0 | 0 | I | <u>Footnote (12)</u> |
| Tredegar Common Stock | | | | | | 90,000 | I | <u>Footnote (13)</u> |
| Tredegar Common Stock | | | | | | 28,684 | I | <u>Footnote (14)</u> |
| Tredegar Common Stock | | | | | | 845,538 | I | <u>Footnote (15)</u> |
| Tredegar Common Stock | | | | | | 142,365 | I | <u>Footnote (16)</u> |
| Tredegar Common Stock | 11/13/2012 | G | V 9,043 | D | \$ 0 | 0 | I | <u>Footnote (17)</u> |
| Tredegar Common Stock | | | | | | 309,770 | I | <u>Footnote (18)</u> |

| | | | | | | | | |
|-----------------------------|------------|---|----------------------|---|-------------|---------|---|-------------------------|
| Tredegar Common Stock | 11/20/2012 | G | 40,053 <u>(1)</u> | D | \$ 18.24 | 73,527 | I | Footnote <u>(19)</u> |
| Tredegar Common Stock | 11/20/2012 | G | 209,576 | A | \$ 18.24 | 209,576 | I | Footnote <u>(1)</u> |
| Tredegar Common Stock | 11/20/2012 | D | 209,576 | D | \$ 18.24 | 0 | I | Footnote <u>(20)</u> |

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

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(9-02)

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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GOTTWALD JOHN D WESTHAM PARTNERS 9030 STONY POINT PARKWAY RICHMOND, VA 23235 | X | | | |

Signatures

Patricia A. Thomas,
Attorney-In-Fact

11/23/2012

**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) Shares contributed to Arc Ventures, LC ("ARC") in exchange for membership interests in ARC. The Price was calculated based on the volume weighted average closing price per share of the Issuer's common stock for the 15 trading days immediately preceding the closing of the transaction described in Footnote 20. (Reporting person disclaims beneficial ownership of shares held by ARC except to the extent of his pecuniary interest therein.)
- (2) Owned by wife. (Reporting person disclaims beneficial ownership.)
- (3) Owned by adult son living in household, Charles Houston Gottwald. Additional shares represent distribution of shares from Chase's Crummy Trust and Trust FBO Charles H. Gottwald. (Reporting person disclaims beneficial ownership.)
- (4) Owned by adult son living in household, Charles Houston Gottwald. (Reporting person disclaims beneficial ownership.)
- (5) Owned by daughter living in household, Margaret Addison Gottwald. (Reporting person disclaims beneficial ownership.)
- (6) Held for James M. Gottwald U/A dated 12-1-81, W. M. Gottwald and J. D. Gottwald, trustees. (Reporting person disclaims beneficial ownership.)
- (7) Held for Sarah Wren Gottwald U/A dated 3-1-83, W. M. Gottwald and J. D. Gottwald, trustees. (Reporting person disclaims beneficial ownership.)
- (8) Held as co-trustee FBO Elizabeth Ingrid Gottwald U/A dated 3-28-85. (Reporting person disclaims beneficial ownership.)
- (9) Held as co-trustee FBO William M. Gottwald, Jr. U/A dated 10-13-83. (Reporting person disclaims beneficial ownership.)
- (10) Held as trustee of Michael's Crummy Trust (William M. Gottwald, Jr.) U/A dated 1-3-89. (Reporting person disclaims beneficial ownership.)
- (11) Held as trustee of Beth's Crummy Trust (Elizabeth I. Gottwald) U/A dated 1-3-89. (Reporting person disclaims beneficial ownership.)
- (12) Trust shares distributed to adult son. The reporting person no longer has a reportable beneficial interest in these shares.
- (13) Held by Thomas McN. Millhiser and James T. Gottwald, as trustees, of the John D. Gottwald Family Trust, FBO reporting person's children, U/A dated 4-10-92. (Reporting person disclaims beneficial ownership.)
- (14) Held by W. M. Gottwald as trustee FBO Margaret A. Gottwald U/A dated 3-09-92. (Reporting person disclaims beneficial ownership.)
- (15) Held as co-trustee FBO (among others) reporting person's family u/w Floyd D. Gottwald.
- (16) Held as co-trustee of the William M. Gottwald Trust U/A dated 8-16-90. (Reporting person disclaims beneficial ownership.)
- (17) Trust shares distributed to adult son. The reporting person no longer has a reportable beneficial interest in these shares.
- (18) Held by W. M. Gottwald, trustee of The John D. Gottwald GRAT #1 U/A dated January 10, 2011.
- (19) Held by M. N. Gottwald C/F Margaret Addison Gottwald. (Reporting person disclaims beneficial ownership.)
- (20) Shares delivered to the Issuer as a portion of the consideration paid to acquire the Issuer's mitigation banking business. (The reporting person no longer has a reportable beneficial ownership in these shares.)

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.