

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-17** | Period of Report: **2013-01-17**
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REPORTING OWNER

KEANE DANIEL G

CIK: **1182855**

Type: **4** | Act: **34** | File No.: **000-50063** | Film No.: **13533902**

Mailing Address
*1801 ELMWOOD AVE
BUFFALO NY 14207*

ISSUER

MOD PAC CORP

CIK: **1191857** | IRS No.: **160957153** | State of Incorp.: **NY**
SIC: **2650** Paperboard containers & boxes

Mailing Address
*1801 ELMWOOD AVENUE
BUFFALO NY 14207*

Business Address
*1801 ELMWOOD AVE.
BUFFALO NY 14207-2496
716-873-0640*

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person KEANE DANIEL G			2. Issuer Name and Ticker or Trading Symbol MOD PAC CORP [MPAC]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/17/2013			
1801 ELMWOOD AVE			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	
(Street)						
BUFFALO, NY 14207						
(City)	(State)	(Zip)				

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
\$.01 Par Value Common Stock ⁽¹⁾	01/17/2013		M		31,921	A	\$5.392	31,921	D	
\$.01 Par Value Common Stock								406,905	I	By Trust ⁽²⁾
\$.01 Par Value Common Stock								16,997	I	By Spouse ⁽³⁾
\$.01 Par Value Class B Stock								14,995	I	By Spouse ⁽³⁾
\$.01 Par Value Common Stock								25,000	I	By Children ⁽⁴⁾
\$.01 Par Value Class B Stock								201,237	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Option	\$5.392	01/17/2013		M		31,921		01/24/2004	01/24/2013	\$.01 PV	0	0	D	

