Kuhn Robert
Form 4
February 24, 2012

# FORM 4

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

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

OMB APPROVAL

| | |
|---|---|
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(Print or Type Responses)

| 1. Name and Address of Reporting Person * <br> Kuhn Robert | 2. Issuer Name **and** Ticker or Trading Symbol <br> **APTARGROUP INC [ATR]** | 5. Relationship of Reporting Person(s) to Issuer |
|---|---|---|
| (Last) (First) (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <br> 02/24/2012 | (Check all applicable) <br> _____ Director _____ 10% Owner <br> __X__ Officer (give title _____ Other (specify below) below) <br> EVP & CFO |
| C/O APTARGROUP, INC., 475 WEST TERRA COTTA AVE., SUITE E | | |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <br> _X_ Form filed by One Reporting Person <br> ___ Form filed by More than One Reporting Person |
| CRYSTAL LAKE, IL 60014 | | |
| (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 | | | |
| Common Stock | | | | | | | | 11,755 | I | By 401(k) trust |
| Common Stock | 02/24/2012 | | M | | 5,500 | A | $ 24.25 | 6,709 | D | |
| Common Stock | 02/24/2012 | | S | | 5,500 | D | $ 53 | 1,209 | 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**

SEC 1474 (9-02)

**displays a currently valid OMB control number.**

**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. D S (I |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| | | | | Code | V | (A) | (D) | | | | | |
| Stock Option | $ 24.25 | 02/24/2012 | | M | | 5,500 | | 01/19/2006 | 01/19/2015 | Common Stock | 5,500 | |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Kuhn Robert C/O APTARGROUP, INC. 475 WEST TERRA COTTA AVE., SUITE E CRYSTAL LAKE, IL 60014 | | | EVP & CFO | |

# Signatures

| | |
|---|---|
| Robert Kuhn by James Meyer as attorney-in-fact | 02/24/2012 |
| __**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).

**Remarks:**

(1) - The price reported in Column 4 is a weighted average price.  These shares were sold in multiple transactions at prices ran

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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