SEC Form 4	
------------	--

[]

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number:	3235-0287
Estimated average bu	ırden
hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

			0.36		vestinei		Inparty Act of 1	540				
1. Name and Addres Bishop Rache		rson [*]		er Name and Ticke nolds Consum				(Checl	ationship of Reportin all applicable) Director Officer (give title	10% C		
(Last) C/O REYNOLD 1900 W. FIELD		(Middle) R PRODUCTS I	02/01	e of Earliest Transac /2023	tion (Me	onth/D	9ay/Year)	X	below)	below efty Tableware)	
(Street) LAKE FOREST (City)	IL (State)	60045 (Zip)	4. If Ar	nendment, Date of (Driginal	Filed	(Month/Day/Ye	ear)	6. Indi Line) X	vidual or Joint/Group Form filed by One Form filed by Mo Person	e Reporting Pers	on
		Table I - Nor	n-Derivative S	Securities Acq	uired,	Disp	posed of, c	or Ben	eficially	Owned		
1. Title of Security (Instr. 3) Date (Month/				2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8) Code		4. Securities A Disposed Of (Amount			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	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	Transaction(s) (Instr. 3 and 4)		(1130. 4)
Common Stock	02/01/2023	М		3,102	Α	\$ <mark>0</mark>	11,373	D	
Common Stock	02/01/2023	F		947 ⁽¹⁾	D	\$29.77	10,426	D	
Common Stock	02/01/2023	М		3,929	Α	\$ <mark>0</mark>	14,355	D	
Common Stock	02/01/2023	F		1,087(1)	D	\$29.77	13,268	D	

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

			(•.9.	,	·, ••	•,		•••••••																	
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. Transa Code (8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		6. Date Exercisable and Expiration Date (Month/Day/Year)		of Securities Derivat Underlying Securit		r) of Securities Underlying Derivative Security		of Securities Derivative Jnderlying Security Derivative Security (Instr. 5)		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	insaction(s) str. 4)											
Restricted Stock Units	(2)	02/01/2023		М			3,102	(3)	(3)	Common Stock	3,102	\$ <u>0</u>	3,103	D											
Restricted Stock Units	(2)	02/01/2023		м			3,929	(4)	(4)	Common Stock	3,929	\$ <mark>0</mark>	7,856	D											
Restricted Stock Units	(2)	02/01/2023		A		12,254		(4)	(4)	Common Stock	12,254	\$0	12,254	D											

Explanation of Responses:

1. Represents shares withhold by Reynolds Consumer Products Inc. (the "Company") to satisfy tax withholding obligations on the vesting of restricted stock units ("RSUs").

2. Each RSU represents a contingent right to receive one share of the Company's common stock.

3. RSUs vest as follows: 3,102 of the RSUs vested on February 1, 2022, 3,102 of the RSUs vested on February 1, 2023 and 3,103 of the RSUs vest on February 1, 2024.

4. RSUs vest as follows: one-third of the RSUs vest on each of the first three anniversaries of the date of grant.

Remarks:

C. David Watson, Attorney-in-Fact for Rachel Rothe Bishop

02/03/2023

** Signature of Reporting Person

Date

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

* 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).

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

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 Number.