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KAPSTONE PAPER & PACKAGING CORP

Form 4

December 11, 2014

FORM 4

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

OMB Number:

3235-0287

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Check this box if no longer

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * STONE ROGER W			2. Issuer Name and Ticker or Trading Symbol KAPSTONE PAPER & PACKAGING CORP [KS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 1101 SKOKIE	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/10/2014	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman and CEO		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
NORTHBROOK, IL 60062				Form filed by More than One Reporting Person		

(City)	(State) (Table Table	e I - Non-D	erivative Se	curiti	es Acqı	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4	osed c	of (D)	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)
Common Stock	12/10/2014		G	533,686	D	<u>(1)</u>	5,962,492 (3)	D	
Common Stock	12/10/2014		G	41,055	D	<u>(2)</u>	5,921,437 <u>(3)</u>	D	

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

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

1. Title of	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date	Title	Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
reporting o where runner, rauncess	Director	10% Owner	Officer	Other				
STONE ROGER W 1101 SKOKIE NORTHBROOK, IL 60062	X		Chairman and CEO					

Signatures

Andrea K. Tarbox by Power of 12/11/2014 Attorney

> **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).
- Roger W. Stone gifted 533,686 shares to the account titled in the name of Donald G. Rubin, not individually, but as Trustee of the "Exempt Family Trust for Lauren and Jennifer" established under the Stone Family Trust dated June 3, 2009.
- Roger W. Stone gifted 41,055 shares to the account titled in the name of Donald G. Lubin, not individually, but as Trustee of the "Exempt **(2)** Family Trust for Karen" established under the Stone Family Trust dated June 3, 2009.
- (3) Includes 2,934,800 shares of common stock held by Roger and Susan Stone Family Foundation.

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.

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