

BEMIS CO INC  
Form 4  
January 06, 2014

# FORM 4

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

OMB APPROVAL

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## 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 \*  
THEISEN HENRY J

(Last) (First) (Middle)

ONE NEENAH CENTER, 4TH FLOOR, P.O. BOX 669

(Street)

NEENAH, WI 54957

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
BEMIS CO INC [BMS]

3. Date of Earliest Transaction (Month/Day/Year)  
01/02/2014

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)

Chairman of the Board & CEO

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. 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 Ownership (Instr. 4) |   |                    |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|--------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |  |   |                    |
| Common Stock                    | 01/02/2014                           |  | M                              |   | 44,336 (1)  | A  | \$ 0 (2) 203,354                           | D |                    |
| Common Stock                    | 01/02/2014                           |  | F                              |   | 17,413  | D  | \$ 40.81 185,941                           | D |                    |
| Common Stock                    |                                      |  |                                |   |   |  | 15,784                                     | I | 401(K) Plan        |
| Common Stock                    |                                      |  |                                |   |   |  | 6,801                                      | I | By Trust for Child |
| Common Stock                    |                                      |  |                                |   |   |  | 38,654                                     | I | By Family Trust    |

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|              |        |   |                    |
|--------------|--------|---|--------------------|
| Common Stock | 3,067  | I | By Trust for Child |
| Common Stock | 16,378 | I | By GRAT            |
| Common Stock | 16,378 | I | By Spouse's GRAT   |

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 Underlying (Instr. 3 and 4) |                           |                 |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|---------------------------|-----------------|--------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)                                      | Date Exercisable          | Expiration Date | Title        |
| Restricted Stock Unit                      | (2)  | 01/02/2014                           |  | M                              |   | 44,336   |  | 12/31/2013 <sup>(1)</sup> | 12/31/2013      | Common Stock |
| Restricted Stock Unit                      | (2)  | 01/02/2014                           |  | A                              |   | 51,669   |  | 12/31/2016 <sup>(3)</sup> | 12/31/2016      | Common Stock |
| Performance Unit                           | (2)  | 01/02/2014                           |  | A                              |   | 51,669   |  | 12/31/2016 <sup>(4)</sup> | 12/31/2016      | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| THEISEN HENRY J<br>ONE NEENAH CENTER, 4TH FLOOR<br>P.O. BOX 669<br>NEENAH, WI 54957 | X             |           | Chairman of the Board & CEO |       |

## Signatures

Sheri H. Edison Power of Attorney 01/06/2014

\_\_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) Settlement of Restricted Stock Unit exempt under Rule 16b-3. Settlement of units was made on January 2, 2014 with 17,413 shares withheld for taxes, resulting in the delivery of 26,923 shares to Reporting Person.
- (2) Each unit represents a right to receive one share of Bemis Common Stock upon vesting.
- (3) Grant of Restricted Stock Unit exempt under Rule 16b-3. The units will be vested on December 31, 2016 and will be settled in the form of Bemis Common Stock as soon as administratively possible thereafter.
- (4) Grant of Performance Based Restricted Stock Unit exempt under Rule 16b-3. The units will be settled in the form of Bemis Common Stock if certain performance targets are achieved for the performance period ending December 31, 2016. Settlement is expected to occur following Compensation Committee certification of the performance targets, which is anticipated to occur in February 2017.

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.