

BANTA CORP
Form 4
February 11, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BAXTER JAMESON A

(Last) (First) (Middle)

225 MAIN STREET, P. O. BOX
8003

(Street)

MENASHA, WI 54952-8003

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BANTA CORP [BN]

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2005

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)

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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	13,375	D	

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)

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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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom stock units ⁽¹⁾	\$ 0	02/09/2005		A	21.58	<u>(2)</u>	<u>(2)</u>	Phantom stock units	21.58
Stock Option	\$ 21.375					10/28/1999	04/27/2009	Common Stock	1,500
Stock Option	\$ 22.67					10/26/1995	04/25/2005	Common Stock	1,500
Stock Option	\$ 24.375					10/24/1996	04/23/2006	Common Stock	1,500
Stock Option	\$ 25.375					10/23/1997	04/22/2007	Common Stock	1,500
Stock Option	\$ 31.375					10/29/1998	04/28/2008	Common Stock	1,500
Stock Options (Right to buy)	\$ 19.1875					10/26/2000	04/26/2010	Common Stock	1,500
Stock Options (Right to buy)	\$ 26					04/25/2001	04/25/2011	Common Stock	3,000
Stock Options (Right to buy)	\$ 30.92					10/30/2003	04/30/2013	Common Stock	3,000
Stock Options (Right to buy)	\$ 36.71					04/24/2002	04/24/2012	Common Stock	3,000
Stock Options (Right to buy)	\$ 45.79					10/28/2004	04/28/2014	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAXTER JAMESON A 225 MAIN STREET P. O. BOX 8003 MENASHA, WI 54952-8003	X			

Signatures

Ronald D. Kneezel, attorney-in-fact	02/11/2005
<small>**Signature of Reporting Person</small>	<small>Date</small>

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).
- (4) Includes 40.37 units acquired through exempt dividend reinvestment during February 2005 at a price of \$43.31 per share.
- (2) The units will be settled in cash following the reporting person's conclusion of service as a director.
- (3) This security converts on a one-for-one basis.
- (1) Payment of deferred meeting fees at a price of \$46.34 per share.

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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