

BOISE CASCADE Co  
Form 4  
August 01, 2014

**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 \*  
MENCOFF SAMUEL M

(Last) (First) (Middle)

C/O MADISON DEARBORN PARTNERS, LLC, 70 W. MADISON STREET, SUITE 4600

(Street)

CHICAGO, IL 60602

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
BOISE CASCADE Co [BCC]

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/30/2014

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)

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) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction of Derivative | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Pr |
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-----------|---|--|-------|
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-----------|---|--|-------|

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| Security (Instr. 3)    | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) |                  |                 |                                |                            |
|------------------------|--|----------------------|-----------------|---|------------------|------------------|------------------|-----------------|--------------------------------|----------------------------|
|                        |  |                      | Code            | V   | (A)              | (D)              | Date Exercisable | Expiration Date | Title                          | Amount or Number of Shares |
| Restricted Stock Units | (1)                                      | 07/30/2014           | D               |   | 2,639            |                  | (2)              | (2)             | Common Stock, par value \$0.01 | 2,639                      |
| Restricted Stock Units | (1)                                      |                      |                 |   |                  |                  | (3)              | (3)             | Common Stock, par value \$0.01 | 9,324                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MENCOFF SAMUEL M<br>C/O MADISON DEARBORN PARTNERS, LLC<br>70 W. MADISON STREET, SUITE 4600<br>CHICAGO, IL 60602 | X             |           |         |       |

## Signatures

Samuel M. Mencoﬀ, by /s/ John T. Sahlberg, Attorney in Fact  
Date: 08/01/2014

\_\_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) Each restricted stock unit represents a contingent right to receive one share of Boise Cascade Company common stock.
- (2) The restricted stock units were scheduled to vest on February 27, 2015, but such units were forfeited on July 30, 2014, upon Mr. Mencoﬀ's resignation as a director of Boise Cascade Company.
- (3) 5,278 of the restricted stock units are scheduled to vest on February 27, 2015. The remaining 4,046 restricted stock units vested on February 26, 2014; provided, that such vested shares will not be delivered to the record holder or his designee until six months and one day following his termination as a director or employee with Boise Cascade Company.
- (4) 4,662 of the restricted stock units are held of record by each of Messrs. Thomas Souleles and Matthew Norton, directors of Boise Cascade Company.
- (5) Mr. Mencoﬀ, as a managing director of Madison Dearborn Partners, LLC, may be deemed to have an indirect pecuniary interest in the awards and expressly disclaims beneficial ownership of the reported securities, except to the extent of his pecuniary interest therein.

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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