

KAPSTONE PAPER & PACKAGING CORP
 Form 4
 March 03, 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 *
 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) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/27/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman and CEO

KAPSTONE PAPER & PKG. CORP., 1101 SKOKIE BOULEVARD, STE 300

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NORTHBROOK, IL 60062-6141

(City) (State) (Zip)

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	(A) or (D)	Price			
Common Stock	02/27/2014		S		60,286 <u>(1)</u>	D		\$ 31.5623 <u>(2)</u>	6,911,536 <u>(3)</u>	D	
Common Stock	02/28/2014		S		76,707 <u>(1)</u>	D		\$ 31.81 <u>(4)</u>	6,834,829 <u>(5)</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 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STONE ROGER W KAPSTONE PAPER & PKG. CORP. 1101 SKOKIE BOULEVARD, STE 300 NORTHBROOK, IL 60062-6141	X		Chairman and CEO	

Signatures

Andrea K. Tarbox by Power of Attorney
Date: 03/03/2014

__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) The reported shares of common stock were sold by the Roger and Susan Stone Family Foundation.
The reported price represents a weighted average sales price. The range of prices at which common stock was sold was \$31.42 to \$32.06 per share. The reporting person undertakes to provide to the staff, the issuer, or a security holder full information regarding the number of shares sold at each price.
- (2) Includes 3,074,514 shares of common stock held by the Roger and Susan Stone Family Foundation and 278,382 shares of common stock held by the Roger W. Stone 2009 GRAT dated June 3, 2009
The reported price represents a weighted average sales price. The range of prices at which common stock was sold was \$31.44 to \$31.98 per share. The reporting person undertakes to provide to the staff, the issuer, or a security holder full information regarding the number of shares sold at each price.
- (3) Includes 2,997,807 shares of common stock held by the Roger and Susan Stone Family Foundation and 278,382 shares of common stock held by the Roger W. Stone 2009 GRAT dated June 3, 2009.

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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