

THEISEN HENRY J

Form 4

February 08, 2013

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)

02/06/2013

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)

President &amp; 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 02/06/2013                              |                                                             | M                                       | (A)<br>or<br>(D)<br>Amount<br>25,387<br>(1)                             | Price<br>\$ 0<br>(2)                                                                                               | 173,073 (3)                                                          | D                                       |
| Common<br>Stock                       | 02/06/2013                              |                                                             | F                                       | 12,615                                                                  | D<br>\$<br>36.5                                                                                                    | 160,458                                                              | D                                       |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         |                                                                                                                    | 15,203                                                               | I<br>401(K)<br>Plan                     |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         |                                                                                                                    | 38,654                                                               | I<br>By Family<br>Trust                 |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         |                                                                                                                    | 6,081                                                                | I<br>By Trust<br>for Child              |

# Edgar Filing: THEISEN HENRY J - Form 4

|              |        |   |                    |
|--------------|--------|---|--------------------|
| 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 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 Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code V (A) (D)                 |                                                                                         | Date Exercisable Expiration Date                         | Title or Number of                                          |
| Performance Unit                           | (2)                                                    | 02/06/2013                           |                                                    | M                              | 46,411                                                                                  | 12/31/2012 <sup>(1)</sup> 12/31/2012                     | Common Stock 46                                             |

## 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 President & CEO                |

## Signatures

Sheri H. Edison Power of Attorney 02/08/2013

\_\_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 Performance Based Restricted Stock Unit exempt under Rule 16b-3. Settlement of units was made on February 6, 2013 with 12,615 shares withheld for taxes, resulting in the delivery of 12,772 shares to Reporting Person.
- (2) Security converts to Common Stock on a one-for-one basis on date of conversion.
- (3) Reflects the transfer of 1,307 shares from the reporting person's GRAT and a transfer of 1,307 from the reporting person's spouse's GRAT to the reporting person.

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.