UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 2010

Commission File Number 1-5277

BEMIS COMPANY, INC.

(Exact name of Registrant as specified in its charter)

Missouri	**43-0178130**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

One Neenah Center, 4th Floor, P.O. Box 669, Neenah, Wisconsin 54957-0669

(Address of principal executive offices)

Registrant s telephone number, including area code: **(920) 727-4100**

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	**Name of Each Exchange on Which Registered**
Common Stock, par value $.10 per share	New York Stock Exchange

Securities registered pursuant to section 12(g) of the Act: **None**

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES x NO o

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES o NO x

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES x NO o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES x NO o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§232.405) is not contained herein, and will not be contained, to the best of the Registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. x

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer x	Accelerated Filer o
Non-Accelerated Filer o (Do not check if a smaller reporting company)	Smaller Reporting Company o

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act). YES o NO x

The aggregate market value of the voting and non-voting common equity held by nonaffiliates of the Registrant on June 30, 2010, based on a closing price of $27.00 per share as reported on the New York Stock Exchange, was $2,946,554,000.

As of February 22, 2011, the Registrant had 107,043,183 shares of Common Stock issued and outstanding.

Documents Incorporated by Reference

Portions of the Proxy Statement - Annual Meeting of Shareholders May 5, 2011 - Part III

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BEMIS COMPANY, INC. AND SUBSIDIARIES

ANNUAL REPORT ON FORM 10-K

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Exhibit 32 Certification of Henry J. Theisen, Chief Executive Officer of the Company, and Scott B. Ullem, Chief Financial Officer of the Company, pursuant to Section 1350, dated March 1, 2011

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PART I ITEMS 1, 1A, 1B, 2, and 3

ITEM 1 BUSINESS

Bemis Company, Inc., a Missouri corporation (the Registrant or Company), continues a business formed in 1858. The Company was incorporated in 1885 as Bemis Bro. Bag Company with the name changed to Bemis Company, Inc. in 1965. The Company is a principal manufacturer of flexible packaging products and pressure sensitive materials, selling to customers throughout North America, Latin America, Europe, and Asia Pacific. In 2010, approximately 88 percent of the Company s sales were derived from the Flexible Packaging segment and approximately 12 percent were derived from the Pressure Sensitive Materials segment.

The Company s products are sold to customers primarily in the food industry. Other customers include companies in the following types of businesses: chemical, agribusiness, medical, pharmaceutical, personal care, electronics, automotive, construction, graphic industries, and other consumer goods. Further information about the Company s operations in its business segments is available at Note 19 to the Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K.

On March 1, 2010, Bemis completed its acquisition of the Food Americas operations of Alcan Packaging, a business unit of Rio Tinto plc. Under the terms of the $1.2 billion transaction, Bemis acquired 23 Food Americas flexible packaging facilities in the United States, Canada, Mexico, Brazil, Argentina, and New Zealand, which recorded 2009 net sales totaling $1.4 billion. These facilities are included in our flexible packaging business segment and produce flexible packaging principally for the food and beverage industries and augment Bemis product offerings and technological capabilities.

As of December 31, 2010, the Company had nearly 20,000 employees, about 13,300 of whom were classified as production employees. Many of the North American production employees are covered by collective bargaining contracts involving six different international unions, one independent union, and 27 individual contracts with terms ranging from one to five years. During 2010, six contracts covering 1,520 employees at six different locations in the United States were successfully negotiated while one contract covering 554 employees at one domestic location continues to be negotiated. Five domestic labor agreements covering 498 employees are scheduled to expire in 2011. Many of the non-North American production employees as well as some of the non-North American salaried workforce are covered by collective bargaining contracts involving 23 different unions with terms ranging from one to two years.

The acquisition of the Food Americas operations of Alcan Packaging on March 1, 2010 added approximately 4,400 employees, of which approximately 3,200 were classified as production employees.

Working capital elements fluctuate throughout the year in relation to the level of customer volume and other marketplace conditions. Inventory levels reflect a reasonable balance between raw material pricing and availability, and the Company s commitment to promptly fill customer orders. Manufacturing backlogs are not a significant factor in the industries in which the Company operates. The business of each of the segments is not seasonal to any significant extent.

The Company is the owner or licensee of a number of United States and foreign patents and patent applications that relate to certain of its products, manufacturing processes, and equipment. The Company also has a number of trademarks and trademark registrations in the United States and in foreign countries. The Company s patents, licenses, and trademarks collectively provide a competitive advantage. However, the loss of any single patent or license alone would not have a material adverse effect on the Company s results as a whole or those of either of its segments.

The Company s business activities are organized around its two business segments, Flexible Packaging and Pressure Sensitive Materials. Both internal and external reporting conform to this organizational structure. A summary of the Company s business activities reported by its two business segments follows.

Flexible Packaging Segment

The flexible packaging segment manufactures a broad range of packaging for food, consumer goods, and industrial applications. Multilayer flexible polymer film structures and laminates are sold for food, medical, and personal care products as well as non-food applications utilizing vacuum or modified atmosphere packaging. Additional products include blown and cast stretch film products, carton sealing tapes and application equipment, custom thermoformed and injection molded plastic packaging, multiwall paper bags, printed paper roll stock, and bag closing materials. Markets for our products include processed and fresh meat, liquids, frozen foods, cereals, snacks, cheese, coffee, condiments, candy, pet food, bakery, seed, lawn and garden, tissue, fresh produce, personal care and hygiene, disposable diapers, printed shrink overwrap for the food and beverage industry, agribusiness, pharmaceutical, minerals, and medical device packaging.

Pressure Sensitive Materials Segment

The pressure sensitive materials segment manufactures pressure sensitive adhesive coated paper and film substrates sold into label, graphic, and technical markets. Products for label markets include narrow-web rolls of pressure sensitive paper, film, and metalized film printing stocks used in high-speed printing and die-cutting. Products for graphic markets include pressure sensitive films used for decorative signage through computer-aided plotters, digital and screen printers, and photographic overlaminate and mounting materials including optically clear films with built-in UV inhibitors. Products for technical markets include micro-thin film adhesives used in delicate electronic parts assembly and pressure sensitive applications utilizing foam and tape based stocks to perform fastening and mounting functions.

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Marketing, Distribution, and Competition

While the Company s sales are made through a variety of distribution methods, more than 90 percent of each segment s sales are made by the Company s direct sales force. Sales offices and plants are located throughout North America, Latin America, Europe, and Asia Pacific to provide prompt and economical service to more than 30,000 customers. The Company s technically trained sales force is supported by product development engineers, design technicians, and a customer service organization.

No single customer accounts for ten percent or more of the Company s total sales. Furthermore, the loss of one or a few major customers would not have a material adverse effect on the Company s operating results. Nevertheless, business arrangements with large customers require a large portion of the manufacturing capacity at a few individual manufacturing sites. Any change in the business arrangement would typically occur over a period of time, which would allow for an orderly transition for both the Company s manufacturing site and the customer.

The major markets in which the Company sells its products are highly competitive. Areas of competition include service, innovation, quality, and price. This competition is significant as to both the size and the number of competing firms. Major competitors in the Flexible Packaging segment include Amcor Limited, Berry Plastics Corporation, Bryce Corporation, Exopack Company, Hood Packaging Corporation, Printpack, Inc., Sealed Air Corporation, Sonoco Products Company, Wihuri OY, and Winpak ltd. In the Pressure Sensitive Materials segment major competitors include 3M, Acucote, Inc., Avery Dennison Corporation, FLEXcon Corporation, Green Bay Packaging Inc., Ricoh Company, Ltd., Ritrama Inc., Spinnaker Industries, Inc., Technicote Inc., UPM-Kymmene Corporation, and Wausau Coated Products Inc.

The Company considers itself to be a significant factor in the market niches it serves; however, due to the diversity of the Flexible Packaging and Pressure Sensitive Materials segments, the Company s precise competitive position in these markets is not reasonably determinable. Advertising is limited primarily to business and trade publications emphasizing the Company s product features and related technical capabilities.

Raw Materials

Polymer resins and films, paper, inks, adhesives, aluminum, and chemicals constitute the basic major raw materials. These are purchased from a variety of global industry sources and the Company is not dependent on any one supplier for its raw materials. While temporary industry-wide shortages of raw materials may occur, the Company expects to continue to successfully manage raw material supplies without significant supply interruptions. Currently, raw materials are readily available.

Research and Development Expense

Research and development expenditures were as follows:

(in thousands)		2010		2009		2008
Flexible Packaging	$	28,271	$	17,301	$	17,646
Pressure Sensitive Materials		6,067		7,041		7,364
Total	$	34,338	$	24,342	$	25,010

Environmental Control

Compliance with federal, state, and local laws, rules, and regulations which have been enacted or adopted regulating discharges of materials into the environment or otherwise relating to the protection of the environment, is not expected to have a material effect upon the capital expenditures, earnings, or competitive position of the Company and its subsidiaries.

Available Information

The Company is a large accelerated filer (as defined in Exchange Act Rule 12b-2) and is also an electronic filer. Electronically filed reports (Forms 4, 8-K, 10-K, 10-Q, S-3, S-8, etc.) can be accessed at the Securities and Exchange Commission (SEC) website (http://www.sec.gov) or by visiting the SEC s Public Reference Room located at 100 F St., N.E., Washington, DC 20549 (call 1-202-551-8090 or 1-800-732-0330 for hours of operation). Electronically filed and furnished reports can also be accessed through the Company s own website (http://www.bemis.com), under Investor Relations/SEC Filings or by writing for free information, including SEC filings, to Investor Relations, Bemis Company, Inc., One Neenah Center, 4th Floor, P.O. Box 669, Neenah, Wisconsin 54957-0669, or calling (920) 727-4100. In addition, the Company s Board Committee charters, Principles of Corporate Governance, and the Company s code of business conduct and ethics can be electronically accessed at the Company s website under Company Overview or, free of charge, by writing directly to the Company, Attention: Corporate Secretary. The Company has adopted a Financial Code of Ethics which is filed as an exhibit to this Annual Report on Form 10-K, and is also posted on the Company s website. The Company intends to post any amendment to, or waiver from, a provision of the Financial Code of Ethics that applies to our principal executive officer, principal financial officer, principal accounting officer, controller and other persons performing similar functions on the Investor Relations section of its website (www.bemis.com) promptly following the date of such amendment or waiver.

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Explanation of Terms Describing the Company s Products

Barrier laminate A multilayer plastic film made by laminating two or more films together with the use of adhesive or a molten plastic to achieve a barrier for the planned package contents.

Barrier products Products that provide protection and extend the shelf life of the contents of the package. These products provide this protection by combining different types of plastics and additives into a multilayered plastic package. These products protect the contents from such things as oxygen, moisture, light, odor, or other environmental factors.

Blown film A plastic film that is extruded through an annular die in the form of a tube and then expanded by an internal column of air in the manufacturing process.

Bundling films A film manufactured by a modified blown film process that is used for wrapping and holding multipacks of products such as canned goods and bottles of liquids, replacing corrugate and fiberboard.

Cast film A plastic film that is extruded through a straight slot die as a flat sheet during its manufacturing process.

Coextruded film A blown or cast film extruded with multiple layers extruded simultaneously.

Controlled atmosphere packaging A package which limits the flow of elements, such as oxygen, carbon dioxide or moisture, into or out of the package.

Crystallized Polyester (PET) CPET. The process of using a combination of formulated resin blends and thermoforming conditions to increase the crystalinity of PET trays, which increases the heat distortion temperature of the trays to 450 degrees Fahrenheit. This allows foods packaged in these trays to go directly from freezer to oven for heating of the food.

EZ Open Packaging Any one of a series of technologies employed to allow the consumer easy access to a packaged product.

Peelable closures, laser or other physical scoring/abrasion of a packaging film may be used. EZ Open can be combined with reclose features such as plastic zippers or the inclusion of pressure sensitive materials into the packaging film.

Flexible polymer film A non-rigid plastic film. Generally the shape of the package changes as the product contained in it is removed.

Flexographic printing The most common flexible packaging printing process in North America using a raised rubber or alternative material image mounted on a printing cylinder.

Graphic products Pressure sensitive materials used for decorative signage, promotional items and displays, and advertisements.

In-line overlamination The ability to add a protective coating to a printed material during the printing process.

IWS Individually Wrapped Slices. A term used to describe individually wrapped slices of process cheese foods.

IWS Inner Wrap The plastic film used to wrap each slice of process cheese. Typically, these films are cast coextrusions of polypropylene resins.

Label products Pressure sensitive materials made up and sold in roll form.

Labelstock Pressure sensitive material designed for the label markets.

Laminate/Barrier laminate A multilayer plastic film made by laminating two or more films together with the use of adhesive or a molten plastic to achieve the distribution and use requirements for the planned package contents. Alternately, a barrier layer can also be included as one of the films or in the laminating medium to protect the packaged products from such things as moisture, oxygen or other environmental factors.

Liner or Inner Liner Films A multilayer coextruded film that is used as the inner liner for bag-in-box packaging applications for products such as cereal or crackers. The films typically are comprised of high density polyethylenes and may contain barrier resins such as EVOH or nylon.

Modified atmosphere packaging A package in which the normal atmospheric composition of air inside the package has been modified by replacing it with a gas such as nitrogen.

Monolayer film A single layer extruded plastic film.

Multiwall paper bag A package made from two or more layers, at least one of which is paper, which have not been laminated.

Pouches and bags An option that delivers a semi-finished package, instead of rollstock, to a customer for filling product and sealing/closing the package for distribution.

Pressure sensitive material A material coated with adhesive such that upon contact with another material it will stick.

Prime label A pressure sensitive label used as the primary decorative label or secondary label, typically on a consumer product.

Retort A food processing technique in which the food product is placed in a package and then thermally treated (in the range of 250 degrees Fahrenheit) to extend the food product s shelf life under room temperature storage conditions. High oxygen and moisture barrier flexible or rigid packaging materials can be used for the primary package.

Rigid Packaging A form of packaging in which the shape of the package is retained as its contents are removed in use. Bottles, trays and clamshell packaging are examples.

Rollstock The principal form in which flexible packaging material is delivered to a customer. Finished film wound on a core is converted in a process at the end user s plant that forms, fills, and seals the package of product for delivery to customers.

Rotogravure printing A high quality, long run printing process utilizing a metal engraved cylinder.

Sheet products Pressure sensitive materials cut into sheets and sold in sheet form.

Shrink film/ Barrier shrink film A packaging film consisting of polyethylene and/or polypropylene resins extruded via a tubular process. The film is cooled and then reheated and stretched at a temperature near its melting point. The film can be irradiated with an electron beam in a second process to cross link the molecules for added heat resistance and strength. The film is made to shrink around a product to be packaged by an application of a thermal treatment. Alternately, a layer of an oxygen barrier material can be included to manufacture a barrier shrink film product.

Stretch film A plastic film with a significant ability to stretch which is used to wrap pallets of goods in the shipping process.

Technical products Technically engineered pressure sensitive materials used primarily for fastening and mounting functions, for example in cell phones, appliances, and electronic devices.

Thermoformed plastic packaging A package formed by applying heat to a film to shape it into a tray or cavity and then sealing a flat film on top of the package after it has been filled.

UV inhibitors Chemical agents included in a film to protect products against ultraviolet rays.

Variable information label A pressure sensitive label that is typically printed with a bar code or other type of variable information.

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ITEM 1A RISK FACTORS

The following factors, as well as factors described elsewhere in this Form 10-K, or in other filings by the Company with the Securities and Exchange Commission, could adversely affect the Company s consolidated financial position, results of operations or cash flows. Other factors not presently known to us or that we presently believe are not material could also affect our business operations and financial results.

Acquisitions We may not be able to successfully integrate businesses that we acquire.

We have made numerous acquisitions in the past and are actively seeking new acquisitions that we believe will provide meaningful opportunities to grow our business and improve profitability. Acquired businesses may not achieve the levels of revenue, profit, productivity, or otherwise perform as we expect. Acquisitions involve special risks, including, without limitation, the potential assumption of unanticipated liabilities and contingencies as well as difficulties in integrating acquired businesses. While we believe that our acquisitions will improve our competitiveness and profitability, we can give no assurance that acquisitions will be successful or accretive to earnings.

Funded status of pension plans Recognition of pension liabilities may cause a significant reduction in stockholders equity.

Current accounting standards issued by the Financial Accounting Standards Board (FASB) require balance sheet recognition of the funded status of our defined benefit pension and postretirement benefit plans. If the fair value of our pension plans assets at a future reporting date decreases or if the discount rate used to calculate the projected benefit obligation (PBO) as of that date decreases, we will be required to record the incremental change in the excess of PBO over the fair value of the assets as a reduction of stockholders equity. The resulting non-cash after-tax charge would not reduce reported earnings as this amount would represent future expense. It would be recorded directly as a decrease in the Other Comprehensive Income component of stockholders equity. While we cannot estimate the future funded status of our pension liability with any certainty at this time, we believe that if the market value of assets or the discount rate used to calculate our pension liability materially decreases, the adjustment could significantly reduce our stockholders equity. A significant reduction in stockholders equity may impact our compliance with debt covenants or could cause a downgrade in our credit ratings that could also adversely impact our future cost and speed of borrowing and have an adverse affect on our financial condition, results of operations and liquidity. We have identified pension assumptions as critical accounting estimates. See Management s Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Estimates and Judgments Pension costs and Pension assumptions sensitivity analysis included in Item 7 of this Annual Report on Form 10-K.

Goodwill and other intangible assets A significant write down of goodwill and/or other intangible assets would have a material adverse effect on our reported results of operations and net worth.

We review our goodwill balance for impairment at least once a year using the business valuation methods required by current accounting standards. These methods include the use of a weighted-average cost of capital to calculate the present value of the expected future cash flows of our reporting units. Future changes in the cost of capital, expected cash flows, or other factors may cause our goodwill and/or other intangible assets to be impaired, resulting in a non-cash charge against results of operations to write down these assets for the amount of the impairment. If a significant write down is required, the charge would have a material adverse effect on our reported results of operations and net worth. We have identified the valuation of intangibles as a critical accounting estimate. See Management s Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Estimates and Judgments Intangible assets and goodwill included in Item 7 of this Annual Report

on Form 10-K.

Multiemployer Pension Plans

We participate in various multiemployer pension plans administered by labor unions representing some of our employees. We make periodic contributions to these plans to allow them to meet their pension benefit obligations to their participants. Our required contributions to these funds could increase because of a shrinking contribution base as a result of the insolvency or withdrawal of other companies that currently contribute to these funds, inability or failure of withdrawing companies to pay their withdrawal liability, lower than expected returns on pension fund assets or other funding deficiencies. In the event that we withdraw from participation in one of these plans, then applicable law could require us to make an additional lump-sum contribution to the plan, and we would have to reflect that as an expense in our consolidated statement of operations and as a liability on our consolidated balance sheet. Our withdrawal liability for any multiemployer plan would depend on the extent of the plan s funding of vested benefits. In the ordinary course of our renegotiation of collective bargaining agreements with labor unions that maintain these plans, we may decide to discontinue participation in a plan, and in that event, we could face a withdrawal liability. Some multiemployer plans in which we participate are reported to have significant underfunded liabilities. Such underfunding could increase the size of our potential withdrawal liability.

Domestic and international economic conditions.

Disruption in the domestic and international equity and financial markets may impact local economies in which we conduct business. We are not able to predict the future impact of other market disruptions on our liquidity and consolidated statements of financial position, results of operations, and cash flows.

Foreign operations Conditions in foreign countries and changes in foreign currency exchange rates may reduce our reported results of operations.

We have operations in the United States, Canada, Mexico, South America, Europe, and Australasia. In 2010, approximately 35 percent of our sales were generated by entities operating outside of the United States. Fluctuations in currencies can cause transaction and translation losses. In addition, our revenues and net income may be adversely affected by economic conditions, political situations, and changing laws and regulations in foreign countries, as to which we have no control.

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Interest rates An increase in interest rates could reduce our reported results of operations.

At December 31, 2010, our variable rate borrowings approximated $170.8 million. Fluctuations in interest rates can increase borrowing costs and have an adverse impact on results of operations. Accordingly, increases in short-term interest rates will directly impact the amount of interest we pay. For each one percent increase in variable interest rates, our annual interest expense would increase by $1.7 million on the $170.8 million of variable rate debt outstanding as of December 31, 2010.

Credit rating A downgrade in our credit rating could increase our borrowing costs and negatively affect our financial condition and results of operations.

In addition to using cash provided by operations, we regularly issue commercial paper to meet our short-term liquidity needs. Our credit ratings are important to our ability to issue commercial paper at favorable rates of interest. A downgrade in our credit rating could increase the cost of borrowing by increasing the spread over prevailing market rates that we pay for our commercial paper or the fees associated with our bank credit facility. If for any reason the commercial paper market was not available, we would borrow on our existing credit agreements. If these were no longer available to us, we would be required to seek alternative sources of financing. We would expect to meet our financial liquidity needs by accessing the bank market, which would further increase our borrowing costs.

Raw materials Raw material cost increases or shortages could adversely affect our results of operations.

As a manufacturer, our sales and profitability are dependent upon the availability and cost of raw materials, which are subject to price fluctuations. Inflationary and other increases in the costs of raw materials have occurred in the past and are expected to recur, and our performance depends in part on our ability to reflect changes in costs in selling prices for our products. In the past, we have been generally successful in managing increased raw material costs and increasing selling prices when necessary. Past performance may or may not be replicable in the future. Natural disasters such as hurricanes, in addition to terrorist activity and government regulation of environmental emissions, may negatively impact the production or delivery capacity of our raw material suppliers in the chemical and paper industries. This could result in increased raw material costs or supply shortages, which may have a negative impact on our profitability if we are unable to pass along the increased costs in our selling prices or, in the case of a shortage, secure raw materials from alternative sources.

Patents and proprietary technology Our success is dependent on our ability to develop and successfully introduce new products and to acquire and retain intellectual property rights.

Our ability to develop and successfully market new products and to develop, acquire, and retain necessary intellectual property rights is essential to our continued success, which ability cannot be assured.

Information technology A failure in our information technology infrastructure or applications could negatively affect our business.

We depend on information technology to record and process customer s orders, manufacture and ship products in a timely manner, and maintain the financial accuracy of our business records. We are in the process of implementing a global Enterprise Resource Planning (ERP) system that will redesign and deploy new processes and a common information system across our plants over a period of several years. There can be no certainty that this system will deliver the expected benefits. The failure to achieve our goals may impact our ability to (1) process transactions accurately and efficiently and (2) remain in step with the changing needs of the trade, which could result in the loss of customers. In addition, the failure to either deliver the application on time, or anticipate the necessary readiness and training needs, could lead to business disruption and loss of customers and revenue. Finally, failure or abandonment of the ERP system could result in a write-off of part or all of the costs that have been capitalized on the project.

Our information systems could also be penetrated by outside parties intent on extracting information, corrupting information, or disrupting business processes. Such unauthorized access could disrupt our business and could result in the loss of assets.

Numerous other factors over which we may have limited or no control may affect our performance and profitability.

Other factors that may influence our earnings, financial position, and liquidity include: legal and administrative cases and proceedings (whether civil, such as environmental or product related, or criminal), settlements, judgments, and investigations; developments or assertions by or against us relating to intellectual property rights and intellectual property licenses; adoption of new, or changes in, accounting policies or practices and the application of such policies and practices; changes in business mix; customer and supplier business reorganizations or combinations; increase in cost of debt; ability to retain adequate levels of insurance coverage at acceptable rates; fluctuations in pension and employee benefit costs; loss of significant contract(s); risks and uncertainties relating to investment in development activities and new facilities; timely development and successful market acceptance of new products; pricing of competitive products; disruptions in transportation networks; increased participation in potentially less stable emerging markets; reliability of utility services; impact of computer viruses; general or specific economic conditions and the ability and willingness of purchasers to substitute other products for the products that we manufacture; financial condition and inventory strategies of customers and suppliers; credit risks; changes in customer order patterns; employee work stoppages at plants; increased competition; changes in government regulations and the impact of changes in the world political environment, including the ability to estimate the impact of foreign currency exchange rates on financial results; the impact of epidemiological events on the economy and on our customers and suppliers; and acts of war, terrorism, weather, and other natural disasters.

ITEM 1B UNRESOLVED STAFF COMMENTS

None.

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ITEM 2 PROPERTIES

Properties utilized by the Company at December 31, 2010, were as follows:

Flexible Packaging Segment

This segment has 73 manufacturing plants located in 18 states, the Commonwealth of Puerto Rico, and eleven non-US countries, of which 62 are owned directly by the Company or its subsidiaries and eleven are leased from outside parties. Initial lease terms generally provide for minimum terms of five to 21 years and have one or more renewal options. The initial term of leases in effect at December 31, 2010, expire between 2011 and 2026.

Pressure Sensitive Materials Segment

This segment has seven manufacturing plants located in three states and two non-US countries, all of which are owned directly by the Company or its subsidiaries.

Corporate and General

The Company considers its plants and other physical properties to be suitable, adequate, and of sufficient productive capacity to meet the requirements of its business. The manufacturing plants operate at varying levels of utilization depending on the type of operation and market conditions. The executive offices of the Company, which are leased, are located in Neenah, Wisconsin.

ITEM 3 LEGAL PROCEEDINGS

The Company is involved in a number of lawsuits incidental to its business, including environmental related litigation. Although it is difficult to predict the ultimate outcome of these cases, management believes, except as discussed below, that any ultimate liability would not have a material adverse effect upon the Company s consolidated financial condition or results of operations.

Environmental Matters

The Company is a potentially responsible party (PRP) pursuant to the Comprehensive Environmental Response, Compensation and Liability Act of 1980 (commonly known as Superfund) and similar state laws in proceedings associated with seventeen sites around the United States. These proceedings were instituted by the United States Environmental Protection Agency and certain state environmental agencies at various times beginning in 1983. Superfund and similar state laws create liability for investigation and remediation in response to releases of hazardous substances in the environment. Under these statutes, joint and several liability may be imposed on waste generators, site owners and operators, and others regardless of fault. Although these regulations could require the Company to remove or mitigate the effects on the environment at various sites, perform remediation work at such sites, or pay damages for loss of use and non-use values, we expect the Company s liability in these proceedings to be limited to monetary damages. The Company expects its future liability relative to these sites to be insignificant, individually and in the aggregate. The Company has reserved an amount that it believes to be adequate to cover its exposure.

São Paulo Tax Dispute

Dixie Toga S.A., acquired by the Company on January 5, 2005, is involved in a tax dispute with the City of São Paulo, Brazil. The City imposes a tax on the rendering of printing services. The City has assessed this city services tax on the production and sale of printed labels and packaging products. Dixie Toga, along with a number of other packaging companies, disagree and contend that the city services tax is not applicable to its products and that the products are subject only to the state value added tax (VAT). Under Brazilian law, state VAT and city services tax are mutually exclusive and the same transaction can be subject to only one of those taxes. Based on a ruling from the State of São Paulo, advice from legal counsel, and long standing business practice, Dixie Toga appealed the city services tax and instead continued to collect and pay only the state VAT.

The City of São Paulo disagreed and assessed Dixie Toga the city services tax for the years 1991-1995. The assessments for those years are estimated to be approximately $65.8 million at the date the Company acquired Dixie Toga, translated to U.S. dollars at the December 31, 2010 exchange rate. Dixie Toga challenged the assessments and ultimately litigated the issue in two annulment actions filed on November 24, 1998 and August 16, 1999 in the Lower Tax Court in the city of São Paulo. A decision by the Lower Tax Court in the city of São Paulo in 2002 cancelled all of the assessments for the years 1991-1995. The City of São Paulo, the State of São Paulo, and Dixie Toga had each appealed parts of the lower court decision. On February 8, 2010, the São Paulo Court of Justice issued a Decision in favor of Dixie Toga. This Decision has been appealed by the City of São Paulo. In the event of a successful appeal by the City and an adverse resolution, the estimated amount for these years could be substantially increased for additional interest, monetary adjustments and costs from the date of acquisition.

The City has also asserted the applicability of the city services tax for the subsequent years 1996-2001 and has issued assessments for those years for Dixie Toga and for Itap Bemis Ltda., a Dixie Toga subsidiary. The assessments for those years were upheld at the administrative level and are being challenged by the companies. The assessments at the date of acquisition for these years for tax and penalties (exclusive of interest and monetary adjustments) are estimated to be approximately $9.9 million for Itap Bemis and $32.0 million for Dixie Toga, translated to U.S. dollars at the December 31, 2010 exchange rate. In the event of an adverse resolution, the estimated amounts for these years could be increased by $47.4 million for Itap Bemis and $137.2 million for Dixie Toga for interest, monetary adjustments and costs.

The 1996-2001 assessments for Dixie Toga are currently being challenged in the courts. In pursuing its challenge through the courts, taxpayers are generally required, in accordance with court procedures, to pledge assets as security for its lawsuits. Under certain circumstances, taxpayers may avoid the requirement to pledge assets. Dixie Toga has secured a court injunction that avoids the current requirement to pledge assets as security for its lawsuit related to the 1996-2001 assessments.

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The City has also asserted the applicability of the city services tax for the subsequent years 2004-2009. The assessments issued by the City for these years have been received and are being challenged by the Company at the administrative level. The assessments for tax, penalties, and interest are estimated to be approximately $32.6 million, translated to U.S. dollars at the December 31, 2010 exchange rate.

The Company strongly disagrees with the City s position and intends to vigorously challenge any assessments by the City of São Paulo. The Company is unable at this time to predict the ultimate outcome of the controversy and as such has not recorded any liability related to this matter. An adverse resolution could be material to the consolidated results of operations and/or cash flows of the period in which the matter is resolved.

Brazil Investigation

On September 18, 2007, the Secretariat of Economic Law (SDE), a governmental agency in Brazil, initiated an investigation into possible anti-competitive practices in the Brazilian flexible packaging industry against a number of Brazilian companies including a Dixie Toga subsidiary. The investigation relates to periods prior to the Company s acquisition of control of Dixie Toga and its subsidiaries. Given the preliminary nature of the proceedings, the Company is unable at the present time to predict the outcome of this matter.

Other

The Company is currently not otherwise subject to any pending litigation other than routine litigation arising in the ordinary course of business, none of which is expected to have a material adverse effect on the business, results of operations, financial position, or liquidity of the Company.

ITEM 4 [REMOVED AND RESERVED]

PART II ITEMS 5, 6, 7, 7A, 8, 9, 9A, and 9B

ITEM 5 MARKET FOR REGISTRANT S COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Period	(a) Total Number Of Shares Purchased		(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs
November 1-30, 2010	450,000	$	31.10	450,000	
December 1-31, 2010	81,200	$	31.29	81,200	
Total		$	31.13	531,200	9,543,800

The Company s common stock is traded on the New York Stock Exchange under the symbol BMS. On December 31, 2010, there were 3,758 registered holders of record of our common stock. During the fourth quarter of the fiscal year ended December 31, 2010, the Company repurchased 531,200 shares of Bemis common stock in the open market at an average purchase price of $31.13 per share. On November 4, 2010, the Board of Directors increased the authority to repurchase the Company s common stock to a total of ten million shares. As of December 31, 2010, under authority granted by the Board of Directors, the Company had authorization to repurchase an additional 9,543,800 shares of its common stock.

Dividends paid and the high and low common stock prices per share were as follows:

For the Quarterly Periods Ended:	**March 31**	**June 30**	**September 30**	**December 31**
2010				
Dividend paid per common share	$ 0.23	$ 0.23	$ 0.23	$ 0.23
Common stock price per share				
High	$ 30.74	$ 31.80	$ 32.00	$ 34.25
Low	$ 27.09	$ 25.50	$ 26.58	$ 30.01
2009				
Dividend paid per common share	$ 0.225	$ 0.225	$ 0.225	$ 0.225
Common stock price per share				
High	$ 26.27	$ 26.32	$ 27.65	$ 31.41
Low	$ 16.85	$ 20.34	$ 23.88	$ 24.92
2008				
Dividend paid per common share	$ 0.22	$ 0.22	$ 0.22	$ 0.22
Common stock price per share				
High	$ 27.87	$ 27.86	$ 29.70	$ 27.02
Low	$ 22.50	$ 22.40	$ 21.82	$ 20.62

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ITEM 6 SELECTED FINANCIAL DATA

FIVE-YEAR CONSOLIDATED REVIEW

(dollars in millions, except per share amounts)

Years Ended December 31,	2010	2009	2008	2007	2006
Operating Data					
Net sales	$ 4,835.0	$ 3,514.6	$ 3,779.4	$ 3,649.3	$ 3,639.4
Cost of products sold and other expenses	4,434.2	3,232.2	3,471.5	3,309.4	3,300.8
Interest expense	73.5	42.1	39.4	50.3	49.3
Income from continuing operations before income taxes	327.3	240.3	268.5	289.6	289.3
Provision for income taxes	117.6	87.8	96.3	104.3	109.5
Income from continuing operations	209.7	152.5	172.2	185.3	179.8
Income from discontinued operations	1.8				
Net income	211.5	152.5	172.2	185.3	179.8
Less: net income attributable to noncontrolling interests	6.4	5.3	6.0	3.7	3.5
Net income attributable to Bemis Company, Inc.	205.1	147.2	166.2	181.6	176.3
Net income attributable to Bemis Company, Inc. as a percent of net sales	4.2%	4.2%	4.4%	5.0%	4.8%
Common Share Data					
Basic earnings per share	$ 1.85	$ 1.38	$ 1.61	$ 1.71	$ 1.63
Diluted earnings per share	1.85	1.38	1.61	1.70	1.62
Dividends per share	0.92	0.90	0.88	0.84	0.76
Book value per share	17.90	17.11	13.87	15.93	14.32
Weighted-average shares outstanding for computation of diluted earnings per share	110,741,252	106,924,919	103,404,199	106,758,469	108,549,573
Common shares outstanding at December 31,	107,673,904	108,223,740	99,708,191	100,518,355	104,841,576
Capital Structure and Other Data					
Current ratio	2.2x	3.8x	2.3x	2.1x	2.0x
Working capital	$ 791.7	$ 1,480.5	$ 560.9	$ 602.4	$ 538.3
Total assets	4,285.8	3,928.7	2,822.3	3,191.4	3,039.0
Short-term debt	2.9	31.3	26.6	67.8	67.6
Long-term debt	1,283.5	1,227.5	660.0	775.5	722.2
Total equity	1,927.4	1,851.7	1,382.5	1,601.3	1,501.2
Return on average total equity	10.9%	9.1%	11.1%	11.7%	12.3%
Return on average total capital	7.6%	6.4%	8.0%	8.5%	8.6%
Depreciation and amortization	$ 209.7	$ 159.3	$ 162.0	$ 158.5	$ 152.4
Capital expenditures	113.2	89.2	120.5	178.9	158.8
Number of common shareholders	3,758	3,870	3,920	4,111	4,192
Number of employees	19,796	16,040	15,394	15,678	15,736

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ITEM 7 MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Management s Discussion and Analysis

Three Years Ended December 31, 2010

Management s Discussion and Analysis should be read in conjunction with the Consolidated Financial Statements and related Notes included in Item 8 of this Annual Report on Form 10-K.

Three-year review of results

(dollars in millions)		2010			2009			2008	
Net sales	$	4,835.0	100.0%	$	3,514.6	100.0%	$	3,779.4	100.0%
Cost of products sold		3,945.5	81.6		2,814.4	80.1		3,131.4	82.9
Gross margin		889.5	18.4		700.2	19.9		648.0	17.1
Selling, general, and administrative expenses		455.4	9.4		370.9	10.5		342.7	9.0
All other expenses		106.8	2.2		89.0	2.5		36.8	1.0
Income from continuing operations before income taxes		327.3	6.8		240.3	6.8		268.5	7.1
Provision for income taxes		117.6	2.4		87.8	2.5		96.3	2.5
Income from continuing operations		209.7	4.4		152.5	4.3		172.2	4.6
Income from discontinued operations, net of tax		1.8	0.0						
Net income		211.5	4.4		152.5	4.3		172.2	4.6
Less: net income attributable to Noncontrolling interests		6.4	0.2		5.3	0.1		6.0	0.2
Net income attributable to Bemis Company, Inc.	$	205.1	4.2%	$	147.2	4.2%	$	166.2	4.4%
Effective income tax rate			35.9%			36.5%			35.9%

Overview

Bemis Company, Inc. is a leading global manufacturer of flexible packaging and pressure sensitive materials supplying a variety of markets. Generally about 65 percent of our total company net sales are to customers in the food industry. Sales of our flexible packaging products are widely diversified among food categories and can be found in nearly every aisle of the grocery store. Our emphasis on supplying packaging to the food industry has historically provided a more stable market environment for our flexible packaging business segment, which accounts for about 90 percent of our net sales. Our remaining net sales is from the pressure sensitive materials business segment which, while diversified in end use products, is less focused on food industry applications and more exposed to economically sensitive end markets.

Market Conditions

The markets into which our products are sold are highly competitive. The primary raw materials for our business segments are polymer resins, films, paper, ink, adhesives, aluminum, and chemicals. During 2010, the cost of these raw materials generally increased, creating a short-term negative impact on gross margins as a percentage of net sales. This compares to an environment of decreasing raw material costs which created a short-term positive impact on gross margins during 2009.

Acquisition of Alcan Packaging Food Americas

On March 1, 2010, Bemis completed its acquisition of the Food Americas operations of Alcan Packaging, a business unit of Rio Tinto plc. Under the terms of the $1.2 billion transaction, Bemis acquired 23 Food Americas flexible packaging facilities in the United States, Canada, Mexico, Brazil, Argentina, and New Zealand, which recorded 2009 net sales totaling $1.4 billion. These facilities are included in our flexible packaging business segment and produce flexible packaging principally for the food and beverage industries and augment Bemis   product offerings and technological capabilities. The majority of the financing for this transaction was completed during the third quarter of 2009 through the issuance of $800.0 million of public bonds and 8.2 million common shares issued in a secondary public stock offering. The remaining cash purchase price was financed in the commercial paper market at the time of closing.

Sale of Discontinued Operations

Under the terms of an order signed by the U.S. District Court for the District of Columbia on February 25, 2010, a portion of the Food Americas business acquired on March 1, 2010 was to be divested, and we have classified the related operating results as discontinued operations. On July 13, 2010, we sold these discontinued operations to Exopack Holding Corp., an affiliate of private investment firm Sun Capital Partners, Inc. The transaction was completed for a cash purchase price, net of selling costs, of $75.2 million. The divested business recorded 2009 net sales of approximately $156 million and included two facilities which manufacture flexible packaging for retail natural cheese and shrink bags for fresh red meat.

Results of Operations

Consolidated Overview

(in millions, except per share amounts)	2010	2009	2008
Net sales	$ 4,835.0	$ 3,514.6	$ 3,779.4
Net income attributable to Bemis Company, Inc.	205.1	147.2	166.2
Diluted earnings per share	1.85	1.38	1.61

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2010 versus 2009

Net sales for the year ended December 31, 2010 increased by 37.6 percent. We estimate that acquisitions increased net sales by approximately 31 percent during the year. The effect of currency translations accounted for a 1.8 percent increase in net sales. Net of these impacts, the increase in net sales primarily reflects higher prices and improved unit sales volume from both existing and acquired operations. Selling prices were increased during 2010 in response to higher raw material costs.

Diluted earnings per share for 2010 of $1.85 included a $0.09 charge for transaction related legal, accounting and other professional fees, a $0.09 charge associated with purchase accounting adjustments for inventory and order backlog, as well as a $0.05 charge for acquisition related integration costs including severance costs for workforce reductions and equipment relocation costs. In addition, the pre-closing impact of the July 2009 financing of the Food Americas acquisition reduced 2010 diluted earnings by $0.06 per share. Diluted earnings per share from discontinued operations were $0.02 in 2010. For the year ended December 31, 2009, diluted earnings per share included a $0.50 per share charge representing the impact of acquisition related professional fees, acquisition financing, and an administrative sales tax assessment, and severance charges, partially offset by a $0.02 per share gain on the sale of an asset. Operating results for the year ended December 31, 2010 improved with increased unit sales volume, currency translation benefits, and the accretive effect of the Food Americas acquisition.

2009 versus 2008

For the year ended December 31, 2009, net sales decreased 7.0 percent. The effect of currency translation decreased net sales by 3.3 percent in 2009, while the June 2009 acquisition of a flexible packaging company in South America contributed 1.3 percent to net sales growth. Net of these impacts, the decline in net sales during 2009 primarily reflects lower unit sales volumes in both business segments.

Diluted earnings per share were $1.38 for 2009, a 14.3 percent decrease compared to $1.61 per share for 2008. For the year ended December 31, 2009, diluted earnings per share included a $0.50 per share charge representing the impact of acquisition related professional fees, acquisition financing, and administrative sales tax assessment, and severance charges, partially offset by a $0.02 per share gain on the sale of an asset. Operating results for the year ended December 31, 2009 benefited from an increased proportion of net sales of value added products and decreasing input costs during the first half of the year.

Flexible Packaging Business Segment

Our flexible packaging business segment provides packaging to a variety of end markets, including applications for meat and cheese, confectionery and snack, frozen foods, lawn and garden, health and hygiene, beverages, healthcare, bakery, and dry foods.

(dollars in millions)	**2010**	**2009**	**2008**
Net sales	$ 4,272.4	$ 2,983.4	$ 3,153.2
Operating profit (See Note 19 to the Consolidated Financial Statements)	474.9	385.3	315.9

Operating profit as a percentage of net sales	11.1%	12.9%	10.0%

2010 versus 2009

Net sales in our flexible packaging business segment increased 43.2 percent in 2010. Acquisitions increased net sales by approximately 36 percent, and currency effects accounted for a sales increase of 2.4 percent. The remaining increase in net sales was driven by higher sales across many market categories.

Operating profit increased to $474.9 million, or 11.1 percent of net sales, in 2010, compared to $385.3 million, or 12.9 percent of net sales in 2009. The net effect of currency translation increased operating profit in 2010 by $6.5 million compared to 2009. The decrease in operating profit as a percentage of net sales in 2010 reflects the combined impact of generally lower operating margins from the acquired business and the short-term negative impact of higher raw material costs in advance of selling price adjustments. In addition, operating profit includes $20.1 million of acquisition related charges. Operating margins in 2009 benefited from decreasing raw material costs during the first half of that year.

2009 versus 2008

Net sales in our flexible packaging business segment decreased 5.4 percent in 2009. Currency effects accounted for a sales decline of 3.3 percent compared to 2008 and the South American rigid operations of Huhtamaki Oyj, acquired in June 2009, accounted for $49.6 million of 2009 net sales following the acquisition, increasing net sales by 1.6 percent. The remaining 3.7 percent decrease in net sales reflects both lower selling prices and unit sales volume. Generally lower net sales of flexible packaging reflected decreased consumer demand.

Operating profit as a percentage of net sales increased to 12.9 percent in 2009 from 10.0 percent in 2008. This improvement reflects the combined impact of improved sales mix and production efficiency initiatives, as well as lower input costs experienced during the first half of 2009. The improvement in sales mix during 2009 is attributable to an increased proportion of net sales represented by value-added packaging which incorporates consumer convenience features and extends shelf life. Net sales of packaging for less complex applications generally experienced the largest unit volume decrease during 2009. In comparison, operating margins during 2008 were negatively impacted by dramatic increases in raw material costs during the summer months.

Pressure Sensitive Materials Business Segment

The pressure sensitive materials business segment offers adhesive products to three markets: prime and variable information labels, which include roll label stock used in a wide variety of label markets; graphic design, used to create signage and decorations; and

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technical components, which represent pressure sensitive components for industries such as the electronics, automotive, construction and medical industries.

Paper and adhesive are the primary raw materials used in our pressure sensitive materials business segment. For the last several years, general economic conditions and competitive pressures have had a greater influence on selling prices and operating performance than raw material costs.

(dollars in millions)	2010	2009	2008
Net sales	$ 562.6	$ 531.2	$ 626.2
Operating profit (See Note 19 to the Consolidated Financial Statements)	33.0	13.6	34.3
Operating profit as a percentage of net sales	5.9%	2.6%	5.5%

2010 versus 2009

For the total year 2010, net sales of pressure sensitive materials were $562.6 million, a 5.9 percent increase from net sales in 2009. Currency effects accounted for a net sales decline of 1.6 percent. The resulting 7.5 percent increase in net sales reflects the increase in unit sales volumes in 2010 compared to 2009 when economic conditions negatively impacted demand for our pressure sensitive materials products.

The net effect of currency translation decreased operating profit by $0.7 million in 2010. Higher operating profit in 2010 reflects the positive impact of substantially improved unit sales volumes combined with disciplined cost management.

2009 versus 2008

Our pressure sensitive materials business segment reported a net sales decrease of 15.2 percent in 2009. Currency effects accounted for a net sales decline of 3.2 percent. The balance of the decrease reflects dramatically lower unit sales volumes compared to 2008. The markets for our graphic and technical products, which represent about 40 percent of total business segment sales, experienced significant demand declines in light of weak global economic conditions, resulting in net sales declines for those products in excess of 20.0 percent.

Operating profit as a percent of net sales was lower in 2009 compared to 2008, reflecting the decline in unit sales volumes, particularly in high value added graphic and technical product lines. Operating profit in 2009 includes severance charges totaling $2.6 million related to workforce reductions intended to better match capacity levels with current production needs.

Consolidated Gross Profit

(dollars in millions)		2010		2009		2008
Gross profit	$	889.5	$	700.2	$	648.0
Gross profit as a percentage of net sales		18.4%		19.9%		17.1%

Gross profit in 2010 reflects the negative impact of $15.4 million of expenses associated with the purchase accounting impact of the fair value write-up of inventory and a charge for the fair value of the customer order backlog, both related to the Food Americas acquisition. The decrease in gross profit as a percentage of net sales in 2010 is attributable to lower operating margins in the newly acquired Food Americas business combined with increasing raw material costs during 2010. Gross profit as a percentage of net sales in 2009 benefited from declining raw material costs for the first half of that year, resulting in a substantial improvement in this ratio compared to 2008.

Consolidated Selling, General and Administrative Expenses

(dollars in millions)		2010		2009		2008
Selling, general and administrative expenses (SG&A)	$	455.4	$	370.9	$	342.7
SG&A as a percentage of net sales		9.4%		10.5%		9.0%

Selling, general, and administrative expenses increased during 2010 reflecting the increased costs associated with the newly acquired Food Americas business, including $4.6 million of expenses primarily related to severance costs for workforce reductions and equipment relocation costs. Expenses in 2009 increased from the prior year as a result of higher benefit and incentive plan costs during that year. The increase in the ratio of these expenses to net sales in 2009 was magnified by lower sales levels for the year ended December 31, 2009 as selling prices were adjusted downward to reflect decreasing raw material costs in 2009.

Other Expenses

(dollars in millions)		2010		2009		2008
Research and development (R&D)	$	34.3	$	24.3	$	25.0
R&D as a percentage of net sales		0.7%		0.7%		0.7%
Interest expense		73.5		42.1		39.4
Effective interest rate		5.8%		4.3%		4.8%
Other operating (income) expense, net		(1.0)		24.7		(14.0)
Other non-operating (income) expense, net				(2.1)		(13.7)
Income taxes		117.6		87.8		96.3

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	2010	2009	2008
Effective tax rate	35.9%	36.5%	35.9%

Research and Development

Our efforts to introduce new products continue at a steady pace and are an integral part of our daily plant operations. Our research and development engineers work directly on commercial production equipment, bringing new products to market without the use of pilot equipment. We believe this approach significantly improves the efficiency, effectiveness, and relevance of our research and development activities and results in earlier commercialization of new products. Expenditures that are not distinctly identifiable as research and development costs are included in costs of products sold.

Interest Expense

Interest expense increased in 2010 compared to 2009 due to the July 2009 issuance of $800 million of long-term bonds as financing for the Food Americas acquisition.

Other Operating (Income) Expense, Net

For the year 2010, other operating income and expense included $15.9 million of fiscal incentive income compared to $16.6 million in 2009 and $19.8 million in 2008. Fiscal government incentives relate to certain flexible packaging locations and are considered as a part of flexible packaging operating profit. These fiscal incentives are associated with net sales in South America and are expected to continue over the next few years. In 2010, the fiscal incentive income was offset by $15.6 million of charges principally associated with the Food Americas acquisition. During 2009, in addition to the fiscal incentive income, other operating income and expense included $44.8 million of acquisition related expenses.

Other Non-operating (Income) Expense, Net

The decrease in other non-operating income, net, is primarily due to lower interest income combined with net foreign exchange losses in 2010. In 2008, increased levels of interest income reflected higher cash balances invested outside of the United States.

Income Taxes

The difference between our overall tax rate of 35.9 percent in 2010, 36.5 percent in 2009, and 35.9 percent in 2008 and the U.S. statutory rate of 35 percent in each of the three years presented principally relates to state and local income taxes net of federal income tax benefits.

Net Income Attributable to Noncontrolling Interests

Noncontrolling interests primarily represent the outstanding preferred shares of Dixie Toga, our Brazilian flexible packaging subsidiary.

Liquidity and Capital Resources

Debt to Total Capitalization

Net debt to total capitalization (which includes total debt net of cash balances plus equity) was 38.9 percent at December 31, 2010, compared to 39.2 percent at December 31, 2009, and 31.7 percent at December 31, 2008. The December 31, 2009 calculation of net debt to total capitalization excluded $1.0 billion of cash on hand related to the acquisition financing proceeds received in advance of the March 1, 2010 closing of the Food Americas acquisition. Total debt was $1,286.5 million, $1,258.8 million, and $686.6 million, at December 31, 2010, 2009, and 2008, respectively. The increase in debt during 2009 reflects $800.0 million of public bonds issued in July 2009 in anticipation of the Alcan Packaging Food Americas acquisition, offset by a reduction in commercial paper and other debt outstanding.

Credit Rating

Our capital structure and financial practices have earned us investment grade credit ratings from two nationally recognized credit rating agencies. These credit ratings are important to our ability to issue commercial paper at favorable rates of interest.

Net Cash Flow from Operations

Net cash provided by operations was $368.0 million for the year ended December 31, 2010, compared to $475.8 million in 2009 and $293.6 million in 2008. Changes in working capital had a significant impact on cash provided by operations during the years presented. Lower raw material costs during 2009 reduced overall working capital needs compared to 2008, while increasing raw material costs negatively impacted working capital levels during 2010. Net cash provided by operations was reduced by voluntary pension contributions to our U.S. pension plans of $15.0 million, $30.0 million, and $2.3 million during 2010, 2009, and 2008, respectively. Required contributions for our U.S. pension plans are expected to be less than $5.0 million in 2011.

Available Financing

In addition to using cash provided by operations, we issue commercial paper to meet our short-term liquidity needs. At year-end, our commercial paper debt outstanding was $158.8 million. Based upon our current credit rating, we enjoy ready access to the commercial paper markets.

Under the terms of our revolving credit agreement, we have the capacity to borrow up to $625 million. This facility is principally used as back-up for our commercial paper program. Our revolving credit facility is supported by a group of major U.S. and international banks. Covenants imposed by the revolving credit facility include limits on the sale of businesses, minimum net worth calculations, and a maximum ratio of debt to total capitalization. The revolving credit agreement includes a $100 million multicurrency limit to support the financing needs of our international subsidiaries. At December 31, 2010, a total of $4.0 million of multicurrency loans were outstanding on the revolving credit facility. If this revolving credit facility were no longer available to us, we would expect to

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meet our financial liquidity needs by accessing the bank market, which would increase our borrowing costs. Borrowings under the credit agreement are subject to a variable interest rate.

Commercial paper outstanding at December 31, 2010, has been classified as long-term debt in accordance with our intention and ability to refinance such obligations on a long-term basis. The related back-up revolving credit agreement expires on April 28, 2013.

Liquidity Outlook

On December 31, 2010, our revolving credit facility supported total commercial paper outstanding of $158.8 million, industrial revenue bonds outstanding of $8.0 million, and multicurrency loans outstanding of $4.0 million. As a result, we had the capacity to borrow an additional $454.2 million under the credit facility as of December 31, 2010.

Management expects cash flow from operations and available liquidity described above to be sufficient to support operations going forward. There can be no assurance, however, that the cost or availability of future borrowings will not be impacted by future capital market disruptions. In addition, increases in raw material costs would increase our short term liquidity needs.

Capital Expenditures

Capital expenditures were $113.2 million during 2010, compared to $89.2 million in 2009, and $120.5 million in 2008. Over the next several years, we expect average annual capital expenditures to be less than total annual depreciation and amortization expenses. We expect to fund 2011 capital expenditures with cash provided by operating activities.

Dividends

We increased our quarterly cash dividend by 2.2 percent during the first quarter of 2010 to 23 cents per share from 22.5 cents per share. This follows increases of 2.3 percent in 2009 and 4.8 percent in 2008. In February 2011, the Board of Directors approved the 28th consecutive annual increase in the quarterly cash dividend on common stock to 24 cents per share, a 4.3 percent increase.

Share Repurchases

During 2010, we purchased 1.5 million shares of our common stock in the open market. Due to the ongoing negotiation of the Food Americas acquisition, no shares were repurchased during 2009. During 2008, we purchased 1.0 million shares of our common stock in the open market.

As of December 31, 2010, we were authorized to purchase up to 9.5 million additional shares of our common stock for the treasury.

Contractual Obligations

The following table provides a summary of contractual obligations including our debt payment obligations, operating lease obligations, and certain other purchase obligations as of December 31, 2010. Capital leases are insignificant.

Contractual Payments Due by Period

(in millions)	Total	Less than 1 year	1 to 3 years	3 to 5 years	More than 5 years
Long-term debt obligations (1)	$ 1,288.0	$ 2.9	$ 484.9	400.2	$ 400.0
Interest expense (2)	355.1	66.7	112.3	78.2	97.9
Operating leases (3)	40.1	8.9	12.6	7.7	10.9
Purchase obligations (4)	298.5	296.9	0.8		0.8
Postretirement obligations (5)	60.2	2.5	26.6	14.2	16.9
Total	$ 2,041.9	$ 377.9	$ 637.2	$ 500.3	$ 526.5

Pursuant to current authoritative accounting guidance, the Company has accrued income tax liabilities associated with uncertain tax positions. These liabilities have been excluded from the table above due to the high degree of uncertainty as to amounts and timing regarding future payments. See Note 14 of the Consolidated Financial Statements for additional information.

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(1) These amounts are included in our Consolidated Balance Sheet. A portion of this debt is commercial paper backed by a bank credit facility that expires on April 28, 2013.

(2) A portion of the interest expense disclosed is subject to variable interest rates. The amounts disclosed above assume that variable interest rates are equal to rates at December 31, 2010.

(3) We enter into operating leases in the normal course of business. Substantially all lease agreements have fixed payment terms based on the passage of time. Some lease agreements provide us with the options to renew the lease. Our future operating lease obligations would change if we exercised these renewal options and if we entered into additional operating lease agreements.

(4) Purchase obligations represent contracts or commitments for the purchase of raw materials, utilities, capital equipment and various other goods and services.

(5) Postretirement obligations represent contracts or commitments for postretirement healthcare benefits and benefit payments for the unfunded Bemis Supplemental Retirement Plan. See Note 10 to the Consolidated Financial Statements for additional information about our postretirement benefit obligations.

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Market Risks and Foreign Currency Exposures

We enter into contractual arrangements (derivatives) in the ordinary course of business to manage foreign currency exposure and interest rate risks. We do not enter into derivative transactions for trading purposes. Our use of derivative instruments is subject to internal policies that provide guidelines for control, counterparty risk, and ongoing reporting. These derivative instruments are designed to reduce the income statement volatility associated with movement in foreign exchange rates and to achieve greater exposure to variable interest rates.

A portion of the interest expense on our outstanding debt is subject to short-term interest rates. As such, increases in short-term interest rates will directly impact the amount of interest we pay. For each one percent increase in variable interest rates, the annual interest expense on $170.8 million of variable rate debt outstanding would increase by $1.7 million.

Our international operations enter into forward foreign currency exchange contracts to manage foreign currency exchange rate exposures associated with certain foreign currency denominated receivables and payables. At December 31, 2010 and 2009, we had outstanding forward exchange contracts with notional amounts aggregating $12.0 million and $18.3 million, respectively. Forward exchange contracts generally have maturities of less than six months. Counterparties to the forward exchange contracts are major financial institutions. Credit loss from counterparty nonperformance is not anticipated. We have not designated these derivative instruments as hedging instruments. The net settlement amount (fair value) related to the active forward foreign currency exchange contracts is recorded on the balance sheet within current liabilities and as an element of other operating (income) expense, net, which offsets the related transactions gains and losses on the related foreign denominated asset or liability. Amounts recognized in income related to forward exchange contracts were $1.3 million income and $4.0 million income in the years ended December 31, 2010 and 2009, respectively.

Our business in Brazil holds U.S. dollar denominated debt which creates exposure to changes in currency rates when compared to its functional currency of the Brazilian real. In order to hedge this exposure, we enter into currency swaps with maturities that match the underlying debt, effectively converting a portion of the U.S. denominated debt to the local currency. We have not designated these derivative instruments as hedging instruments. At December 31, 2010, and December 31, 2009, the Company had outstanding currency swap contracts with notional amounts aggregating $86.4 million and $18.4 million, respectively. The net settlement amount (fair value) related to active swap contracts is recorded on the balance sheet as either a current or long-term asset or liability and as an expense element of other operating (income) expense, net, which offsets the related transaction gains or losses. Amounts recognized in income related to these currency swaps were $6.9 million expense and $7.9 million expense in the years ended December 31, 2010 and 2009, respectively.

The operating results of our international operations are recorded in local currency and translated into U.S. dollars for consolidation purposes. The impact of foreign currency translation on net sales was an increase of $62.1 million in 2010 and a decrease of $125.8 million in 2009. Operating profit increased by approximately $5.8 million in 2010 and decreased by $9.4 million in 2009 as a result of foreign currency translation.

Shareholders equity includes adjustments to other comprehensive income for changes in currency translation for consolidated balance sheet accounts. The impact of currency translation during 2010 was an increase in shareholders equity totaling $23.0 million.

Critical Accounting Estimates and Judgments

Our discussion and analysis of our financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with GAAP. The preparation of these financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. On an ongoing basis, management evaluates its estimates and judgments, including those related to retirement benefits, intangible assets, goodwill, and expected future performance of operations. Our estimates and judgments are based upon historical experience and on various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions.

We believe the following are critical accounting estimates used in the preparation of our consolidated financial statements.

- The calculation of annual pension costs and related assets and liabilities; and
- The valuation and useful lives of intangible assets and goodwill.

Pension costs

Amounts related to our defined benefit pension plans that are recognized in our financial statements are determined on an actuarial basis. The accounting for our pension plans requires us to recognize the overfunded or underfunded status of the pension plans on our balance sheet. A substantial portion of our pension amounts relate to our defined benefit plans in the United States. Net periodic pension cost recorded in 2010 was $26.5 million, compared to pension cost of $18.8 million in 2009 and $10.5 million in 2008.

One element used in determining annual pension income and expense in accordance with accounting rules is the expected return on plan assets. For the year 2010, we maintained a target allocation to equity investments of 70 percent of total assets and an expected long-term rate of return on plan assets of 8.25 percent.

To develop the expected long-term rate of return on assets assumption, we considered compound historical returns and future expectations based upon our target asset allocation. For the historical long-term investment periods of 10, 15, 20 and 25 years ending December 31, 2010, our pension plan assets earned annualized rates of return of 2.0 percent, 7.3 percent, 8.5 percent, and 8.7 percent, respectively. Using our target asset allocation of plan assets of 70 percent equity securities and 30 percent fixed income securities, our

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outside actuaries have used their independent economic model to calculate a range of expected long-term rates of return and, based on their results, we have determined our assumptions to be reasonable.

This assumed long-term rate of return on assets is applied to a calculated value of plan assets, which recognizes changes in the fair value of plan assets in a systematic manner over approximately three years. This process calculates the expected return on plan assets that is included in pension income or expense. The difference between this expected return and the actual return on plan assets is generally deferred and recognized over subsequent periods. The net deferral of asset gains and losses affects the calculated value of pension plan assets and, ultimately, future pension income and expense.

At the end of each year, we determine the discount rate to be used to calculate the present value of pension plan liabilities. This discount rate is an estimate of the current interest rate at which the pension liabilities could be effectively settled at the end of the year. In estimating this rate, we look to changes in rates of return on high quality, fixed income investments that receive one of the two highest ratings given by a recognized ratings agency. At December 31, 2010, for our U.S. defined benefit pension plans we determined this rate to be 5.25 percent, a decrease of one half of one percent from the 5.75 percent rate used at December 31, 2009. For our non-U.S. pension plans, we follow similar methodologies in determining the appropriate expected rates of return on assets and discount rates to be used in our actuarial calculations in each individual country.

Pension assumptions sensitivity analysis

Based upon current assumptions of 5.25 percent for the discount rate and 8.25 percent for the expected rate of return on pension plan assets, we expect pension expense before the effect of income taxes for 2011 to be in a range of $33 million to $37 million. The following charts depict the sensitivity of estimated 2011 pension expense to incremental changes in the discount rate and the expected long-term rate of return on assets.

(dollars in millions)		**Total increase (decrease) to pension expense from current assumptions**
Discount rate		
4.50 percent	$	5.3
4.75 percent		3.4
5.00 percent		1.7
5.25 percent Current Assumption		**0.0**
5.50 percent		(1.6)
5.75 percent		(3.1)
6.00 percent		(4.7)
Rate of Return on Plan Assets		
7.50 percent	$	3.3
7.75 percent		2.2
8.00 percent		1.1
8.25 percent Current Assumption		**0.0**
8.50 percent		(1.1)
8.75 percent		(2.3)
9.00 percent		(3.3)

The amount by which the fair value of plan assets differs from the projected benefit obligation of a pension plan must be recorded on the Consolidated Balance Sheet as an asset, in the case of an overfunded plan, or as a liability, in the case of an underfunded plan. The gains or losses and prior service costs or credits that arise but are not recognized as components of pension cost are recorded as a component of other comprehensive income. The following chart depicts the sensitivity of the total pension adjustment to other comprehensive income to changes in the assumed discount rate.

(dollars in millions)		Total increase (decrease) in Accumulated Other Comprehensive Income, net of taxes, from current assumptions
Discount rate		
4.50 percent	$	(59.6)
4.75 percent		(38.7)
5.00 percent		(18.9)
5.25 percent Current Assumption		**0.0**
5.50 percent		17.9
5.75 percent		35.0
6.00 percent		51.1

Intangible assets and goodwill

The purchase price of each new acquisition is allocated to tangible assets, identifiable intangible assets, liabilities assumed, and goodwill. Determining the portion of the purchase price allocated to identifiable intangible assets and goodwill requires us to make significant estimates. The amount of the purchase price allocated to intangible assets is generally determined by estimating the future cash flows of each asset and discounting the net cash flows back to their present values. The discount rate used is determined at the time of the acquisition in accordance with accepted valuation methods.

Goodwill represents the excess of the aggregate purchase price over the fair value of net assets acquired, including intangible assets. We review our goodwill for impairment annually and assess whether significant events or changes in the business circumstances indicate that the carrying value of the goodwill may not be recoverable. The test for impairment requires us to make estimates about fair value, most of which are based on projected future cash flows. Our estimates associated with the goodwill impairment tests are considered critical due to the amount of goodwill recorded on our consolidated balance sheet and the judgment required in determining fair value amounts, including projected future cash flows. Goodwill was $1.0 billion as of December 31, 2010.

Intangible assets consist primarily of purchased technology, customer relationships, patents, trademarks, and tradenames and are amortized using the straight-line method over their estimated useful lives, which range from one to 30 years, when purchased. We review

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these intangible assets for impairment as changes in circumstances or the occurrence of events suggest that the remaining value is not recoverable. The test for impairment requires us to make estimates about fair value, most of which are based on projected future cash flows. These estimates and projections require judgments as to future events, condition, and amounts of future cash flows.

New Accounting Pronouncements

Accounting Guidance Adopted in the Year Ended December 31, 2010

Fair Value Measurements and Disclosures

In January 2010, the Financial Accounting Standards Board (FASB) issued additional authoritative guidance regarding fair value measurements and disclosures. This guidance requires that information be provided about asset movements among Levels 1 and 2 of the fair value hierarchy, requires expanded disclosures in the roll forward of Level 3 activity, and provides clarifications on certain existing disclosure requirements. The majority of the guidance was effective for the Company for interim and annual reporting periods beginning after December 15, 2009 and did not impact its consolidated financial position or results of operations.

Accounting Guidance Not Yet Adopted

Fair Value Measurements and Disclosures

A portion of the guidance issued by the FASB in January 2010 referenced above, related to expanded disclosures in the roll forward of Level 3 activity, is effective for interim and annual reporting periods beginning after December 15, 2010. This portion of the guidance will expand the Company s disclosures and will not impact its consolidated financial position or results of operations.

Forward-looking Statements

This Annual Report contains certain estimates, predictions, and other forward-looking statements (as defined in the Private Securities Litigation Reform Act of 1995, and within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended). Forward-looking statements are generally identified with the words believe, expect, anticipate, intend, estimate, target, may, will, plan, project, should, continue, or the negative thereof or other similar expressions, or discussion of futu aspirations, which are predictions of or indicate future events and trends and which do not relate to historical matters. Such statements are based on information available to management as of the time of such statements and relate to, among other things, expectations of the business environment in which we operate, projections of future performance (financial and otherwise), including those of acquired companies, perceived opportunities in the market and statements regarding our mission and vision. Forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause actual results, performance or achievements to differ materially from anticipated future results, performance or achievements expressed or implied by such forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

Factors that could cause actual results to differ from those expected include, but are not limited to, general economic conditions caused by inflation, interest rates, consumer confidence, rates of unemployment and foreign currency exchange rates; investment performance of assets in our pension plans; competitive conditions within our markets, including the acceptance of our new and existing products; threats or challenges to our patented or proprietary technologies; raw material costs and availability, particularly for polymer resins and adhesives; the magnitude and volatility of price changes for raw materials and our ability to pass these price changes on to our customers in selling prices or otherwise manage commodity price fluctuation risks; changes in the availability of financing; the presence of adequate cash available for investment in our business in order to maintain desired debt levels; unexpected costs or manufacturing issues related to the implementation of an enterprise resource system; costs associated with the pursuit of business combinations; unexpected costs associated with acquisitions or divestitures; changes in governmental regulations, especially in the areas of environmental, health and safety matters, and foreign investment; unexpected outcomes in our current and future litigation proceedings and any related proceedings or civil lawsuits; unexpected outcomes in our current and future domestic and international tax proceedings; changes in our labor relations; and the impact of changes in the world political environment including threatened or actual armed conflict. These and other risks, uncertainties, and assumptions identified from time to time in our filings with the Securities and Exchange Commission, including without limitation, those described under Item 1A Risk Factors of this Annual Report on Form 10-K and our quarterly reports on Form 10-Q, could cause actual future results to differ materially from those projected in the forward-looking statements. In addition, actual future results could differ materially from those projected in the forward-looking statement as a result of changes in the assumptions used in making such forward-looking statement.

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ITEM 7A QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The information required by this Item 7A is included in Note 7 to the Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K, and under the caption Market Risks and Foreign Currency Exposures which is part of Management s Discussion and Analysis included in Item 7 of this Annual Report on Form 10-K. Based on a sensitivity analysis (assuming a 10 percent adverse change in market rates) of our foreign exchange, currency swaps, and interest rate derivatives and other financial instruments, changes in exchange rates or interest rates would not materially affect our consolidated financial position and liquidity. The effect on our consolidated results of operations would be substantially offset by the impact of the hedged items.

ITEM 8 FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Management s Responsibility Statement

The management of Bemis Company, Inc. is responsible for the integrity, objectivity, and accuracy of the financial statements of the Company. The financial statements are prepared by the Company in accordance with accounting principles generally accepted in the United States of America, and using management s best estimates and judgments, where appropriate. The financial information presented throughout this Annual Report on Form 10-K is consistent with that in the financial statements.

The management of Bemis Company, Inc. is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Under the direction, supervision, and participation of the Chief Executive Officer and the Chief Financial Officer, the Company s management conducted an evaluation of the effectiveness of internal control over financial reporting based on the framework in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO-Framework). Based on the results of this evaluation management has concluded that internal control over financial reporting was effective as of December 31, 2010. In accordance with the Securities and Exchange Commission s published guidance, the Company s assessment of internal control over financial reporting excluded the 2010 acquisition of the Alcan Food Americas business, which represents approximately 23 percent of net sales for the year ended December 31, 2010 and 34 percent of total assets as of December 31, 2010. Item 9A of this Annual Report on Form 10-K contains management s favorable assessment of internal controls over financial reporting based on their review and evaluation utilizing the COSO-Framework criteria.

The Audit Committee of the Board of Directors, which is composed solely of outside directors, meets quarterly with management, the Internal Audit Director, the Director of Global Financial Compliance, and independent accountants to review the work of each and to satisfy itself that the respective parties are properly discharging their responsibilities. PricewaterhouseCoopers LLP, the Director of Global Financial Compliance, and the Internal Audit Director have had and continue to have unrestricted access to the Audit Committee, without the presence of Company management.

Henry J. Theisen	Scott B. Ullem	Stanley A. Jaffy
President and	Vice President and	Vice President and

Chief Executive Officer	Chief Financial Officer	Controller

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Bemis Company, Inc.:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of income, of equity and of cash flow present fairly, in all material respects, the financial position of Bemis Company, Inc. and its subsidiaries at December 31, 2010 and 2009, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2010 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2010, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company s management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management s Report on Internal Control over Financial Reporting appearing under Item 9A in this Annual Report. Our responsibility is to express opinions on these financial statements and on the Company s internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. As described in Management s Report on Internal Control over Financial Reporting, management has excluded the 2010 acquisition of the Alcan Food Americas business from its assessment of internal control over financial reporting as of December 31, 2010 because it was acquired by the Company in a purchase business combination during 2010. We have also excluded the 2010 acquisition of the Alcan Food Americas business from our audit of internal control over financial reporting. The acquired Alcan Food Americas business consists of wholly-owned subsidiaries whose total assets and total revenues represent 23 percent of net sales and 34 percent of total assets of the related consolidated financial statement amounts as of and for the year ended December 31, 2010.

PricewaterhouseCoopers LLP

Minneapolis, Minnesota

March 1, 2011

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BEMIS COMPANY, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF INCOME

(in thousands, except per share amounts)

For the years ended December 31,	2010	2009	2008
Net sales	$ 4,835,042	$ 3,514,586	$ 3,779,373
Costs and expenses:			
Cost of products sold	3,945,498	2,814,412	3,131,341
Selling, general, and administrative expenses	455,440	370,926	342,737
Research and development	34,338	24,342	25,010
Other operating (income) expense, net	(1,064)	24,683	(13,937)
Interest expense	73,488	42,052	39,413
Other non-operating (income) expense net	58	(2,139)	(13,716)
Income from continuing operations before income taxes	327,284	240,310	268,525
Provision for income taxes	117,600	87,800	96,300
Income from continuing operations	209,684	152,510	172,225
Income from discontinued operations, net of tax	1,782		
Net income	211,466	152,510	172,225
Less: Net income attributable to noncontrolling interests	6,355	5,289	6,011
Net income attributable to Bemis Company, Inc.	$ 205,111	$ 147,221	$ 166,214
Amounts attributable to Bemis Company, Inc.:			
Income from continuing operations, net of tax	$ 203,329	$ 147,221	$ 166,214
Income from discontinued operations, net of tax	1,782		
Net income attributable to Bemis Company, Inc.	$ 205,111	$ 147,221	$ 166,214
Basic earnings per share:			
Income from continuing operations	$ 1.83	$ 1.38	$ 1.61
Income from discontinued operations	0.02		
Net income attributable to Bemis Company, Inc.	$ 1.85	$ 1.38	$ 1.61
Diluted earnings per share:			
Income from continuing operations	$ 1.83	$ 1.38	$ 1.61
Income from discontinued operations	0.02		
Net income attributable to Bemis Company, Inc.	$ 1.85	$ 1.38	$ 1.61

See accompanying notes to consolidated financial statements.

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BEMIS COMPANY, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEET

(dollars in thousands, except share amounts)

As of December 31,		**2010**		**2009**
ASSETS				
Current assets:				
Cash and cash equivalents	$	60,404	$	1,065,687
Accounts receivable, net		637,738		467,988
Inventories, net		673,863		399,067
Prepaid expenses and other current assets		94,914		72,606
Total current assets		1,466,919		2,005,348
Property and equipment:				
Land and land improvements		80,153		45,562
Buildings and leasehold improvements		591,407		489,632
Machinery and equipment		1,866,524		1,575,452
Total property and equipment		2,538,084		2,110,646
Less accumulated depreciation		(997,331)		(953,453)
Net property and equipment		1,540,753		1,157,193
Other long-term assets:				
Goodwill		1,013,697		646,852
Other intangible assets		200,116		85,299
Deferred charges and other assets		64,346		34,013
Total other long-term assets		1,278,159		766,164
TOTAL ASSETS	$	4,285,831	$	3,928,705
LIABILITIES				
Current liabilities:				
Current portion of long-term debt	$	2,941	$	22,527
Short-term borrowings		6		8,795
Accounts payable		548,042		380,017
Accrued salaries and wages		103,024		89,988
Accrued income and other taxes		21,246		23,528
Total current liabilities		675,259		524,855
Long-term debt, less current portion		1,283,525		1,227,514
Deferred taxes		158,289		134,676
Other liabilities and deferred credits		241,326		189,977
Total liabilities		2,358,399		2,077,022
Commitments and contingencies				
EQUITY				
Bemis Company, Inc. shareholders equity:				
Common stock, $.10 par value:				
Authorized 500,000,000 shares				

Issued 126,627,875 and 125,646,511 shares		12,663		12,565
Capital in excess of par value		568,035		567,247
Retained earnings		1,751,908		1,649,804
Accumulated other comprehensive income		91,117		72,457
Common stock held in treasury, 18,953,971 and17,422,771 shares, at cost		(544,100)		(498,341)
Total Bemis Company, Inc. shareholders equity		1,879,623		1,803,732
Noncontrolling interests		47,809		47,951
TOTAL EQUITY		1,927,432		1,851,683
TOTAL LIABILITIES AND EQUITY	$	4,285,831	$	3,928,705

See accompanying notes to consolidated financial statements.

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BEMIS COMPANY, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CASH FLOWS

(in thousands)

For the years ended December 31,	2010	2009	2008
Cash flows from operating activities:			
Net income	$ 211,466	$ 152,510	$ 172,225
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	209,667	159,274	162,004
Excess tax benefit from share-based payment arrangements	(3,921)	(509)	(209)
Share-based compensation	18,395	19,020	18,058
Deferred income taxes	8,092	4,956	15,666
Income of unconsolidated affiliated company	(2,121)	(2,163)	(919)
(Gain) loss on sale of property and equipment	721	(1,149)	967
Changes in operating assets and liabilities, excluding effect of acquisitions:			
Accounts receivable	(18,510)	16,704	(25,015)
Inventories	(92,060)	67,508	8,584
Prepaid expenses and other current assets	(22,183)	10,632	(20,607)
Accounts payable	22,550	15,034	(26,717)
Accrued salaries and wages	1,396	21,087	(3,222)
Accrued income and other taxes	3,900	14,854	965
Other current liabilities	7,119		
Changes in other liabilities and deferred credits	17,008	(21,488)	(12,341)
Changes in deferred charges and other assets	6,463	19,543	4,111
Net cash provided by operating activities	367,982	475,813	293,550
Cash flows from investing activities:			
Additions to property and equipment	(113,208)	(89,154)	(120,513)
Business acquisitions, net of cash acquired	(1,195,546)	(30,343)	
Proceeds from sales of property and equipment	2,287	10,921	2,429
Net proceeds from sale of discontinued operations	75,192		
Net cash used in investing activities	(1,231,275)	(108,576)	(118,084)
Cash flows from financing activities:			
Proceeds from issuance of long-term debt	17,868	823,088	16,334
Repayment of long-term debt	(51,601)	(24,154)	(267,327)
Net borrowing (repayment) of commercial paper	63,619	(240,295)	169,295
Net borrowing (repayment) of short-term debt	(8,797)	(10,894)	(62,956)
Cash dividends paid to shareholders	(101,884)	(96,595)	(90,695)
Proceeds from issuance of common stock		202,809	
Common stock purchased for the treasury	(45,759)		(26,771)
Excess tax benefit from share-based payment arrangements	3,921	509	209
Stock incentive programs and related withholdings	(14,881)	(3,186)	(2,196)
Net cash provided by (used in) financing activities	(137,514)	651,282	(264,107)
Effect of exchange rates on cash and cash equivalents	(4,476)	3,714	(15,314)
Net increase (decrease) in cash and cash equivalents	(1,005,283)	1,022,233	(103,955)
Cash and cash equivalents balance at beginning of year	1,065,687	43,454	147,409

Cash and cash equivalents balance at end of year	$	60,404	$	1,065,687	$	43,454
Supplemental disclosure of cash flow information						
Business acquisitions, net of cash:						
Working capital acquired, net	$	188,492	$	(48)		
Goodwill and intangible assets acquired		484,455		1,048		
Fixed and other long-term assets		541,562		29,454		
Deferred taxes and other liabilities		(34,842)		(111)		
Subsidiary shares of noncontrolling interests		15,879		0		
Cash used for acquisitions	$	1,195,546	$	30,343		
Interest paid during the year	$	73,109	$	19,990	$	39,909
Income taxes paid during the year	$	107,680	$	65,286	$	76,905

See accompanying notes to consolidated financial statements

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BEMIS COMPANY, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF EQUITY

(dollars in thousands, except per share amounts)

	Bemis Company, Inc. Shareholders						
	Common Stock	Capital In Excess of Par Value	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Common Stock Held In Treasury	Noncontrolling Interests	Total
Balance at December 31, 2007	11,694	327,387	1,523,659	171,162	(471,570)	38,926	1,601,258
Net income			166,214			6,011	172,225
Unrecognized gain reclassified to earnings, net of tax $(305)				(527)			(527)
Translation adjustment				(183,175)		(8,925)	(192,100)
Pension liability adjustment, net of tax effect $(57,616)				(99,461)			(99,461)
Total comprehensive income							(119,863)
Cash dividends declared on common stock $0.88 per share			(90,695)				(90,695)
Stock incentive programs and related tax effects (189,836 shares)	19	(2,196)					(2,177)
Excess tax benefit from share-based compensation arrangements		960					960
Share-based compensation		19,831					19,831
Purchase 1,000,000 shares of common stock					(26,771)		(26,771)
Balance at December 31, 2008	11,713	345,982	1,599,178	(112,001)	(498,341)	36,012	1,382,543
Net income			147,221			5,289	152,510
Unrecognized gain reclassified to earnings, net of tax $(337)				(526)			(526)
Translation adjustment				158,631		6,650	165,281
Pension liability adjustment, net of tax effect $(15,148)				26,353			26,353
Total comprehensive income							343,618
Cash dividends declared on common stock $0.90 per share			(96,595)				(96,595)

Stock incentive programs and related tax effects (340,549 shares)	34	(3,186)					(3,152)
Excess tax benefit from share-based compensation arrangements		1,856					1,856
Share-based compensation		20,604					20,604
Common stock issued (8,175,000 shares)	818	201,991					202,809
Balance at December 31, 2009	12,565	567,247	1,649,804	72,457	(498,341)	47,951	1,851,683
Net income			205,111			6,355	211,466
Unrecognized gain reclassified to earnings, net of tax $(337)				(527)			(527)
Translation adjustment				23,047		1,375	24,422
Pension liability adjustment, net of tax effect $(2,145)				(3,860)			(3,860)
Total comprehensive income							231,501