

Austen William F.
Form 4
February 02, 2006

FORM 4

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

OMB APPROVAL

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Austen William F.

2. Issuer Name and Ticker or Trading Symbol
BEMIS CO INC [BMS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
SUITE 2300, 222 S. 9TH ST.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President

MINNEAPOLIS, MN 55402-4099

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

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

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/01/2006		G	V	\$ 1,556 30.81	D	
Common Stock	12/31/2005		J	A	27 11 795	I	401(k) Plan

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

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

SEC 1474 (9-02)

Edgar Filing: Austen William F. - Form 4

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Common Stock	(2)	01/01/2001		A	40,000	12/31/2006 ⁽⁴⁾ 12/31/2006	Common Stock	40,000
Common Stock	(2)	01/01/2004		A	40,000	12/31/2009 ⁽⁵⁾ 12/31/2009	Common Stock	40,000
Common Stock	(2)	01/01/2005		A	27,000	12/31/2009 ⁽⁶⁾ 12/31/2009	Common Stock	27,000
Common Stock	(2)	01/02/2006		A	29,000	12/31/2010 ⁽⁷⁾ 12/31/2010	Common Stock	29,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Austen William F. SUITE 2300 222 S. 9TH ST. MINNEAPOLIS, MN 55402-4099			Vice President	

Signatures

J J Seifert Power of Attorney 02/02/2006

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) No price necessary for Edgar Filing - Company 401(k) Plan.
- (2) Security converts to Common Stock on a one-for-one basis on date of conversion.
- (3) Will know the price on the date of conversion.
- (4) Award granted 1/01/2001 under Bemis Stock Award Program exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of December 31, 2006.
- (5)

Edgar Filing: Austen William F. - Form 4

Award granted 1/01/2004 under Bemis Stock Award Program exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of December 31, 2009.

Award under Bemis Time Accelerated Restricted Stock Appreciation Program (TARSAP) exempt under Rule 16b-3: Grant to Reporting

- (6) Person of right to receive stock as of December 31, 2009, or if certain performance targets are met by the Company on December 31, 2007.

Award under Bemis Time Accelerated Restricted Stock Appreciation Program (TARSAP) exempt under Rule 16b-3: Grant to Reporting

- (7) Person of right to receive stock as of December 31, 2010, or if certain performance targets are met by the Company on December 31, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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