

BEMIS CO INC
Form 4
January 04, 2017

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

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

(Last) (First) (Middle)
ONE NEENAH CENTER, 4TH FLOOR, P.O. BOX 669
(Street)

NEENAH, WI 54957

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President & CEO

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)		
			Code	V	Amount or (D) Price				
Common Stock	01/03/2017		M		67,201 (1)	A	\$ 0 (2) 222,066	D	
Common Stock	01/03/2017		F		31,753	D	\$ 48.63 190,313	D	
Common Stock							15,000	I	By Spouse's GRAT
Common Stock							14,306	I	By Trust for Children
							15,000	I	By GRAT

Common
Stock

Common Stock 3,404 I 401(k) Plan

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Unit	(2)	01/03/2017		M	67,201	12/31/2016 ⁽¹⁾ 12/31/2016	Common Stock
Restricted Stock Unit	(2)	01/03/2017		A	31,653	12/31/2019 ⁽³⁾ 12/31/2019	Common Stock
Performance Unit	(2)	01/03/2017		A	73,857	12/31/2019 ⁽⁴⁾ 12/31/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Austen William F. ONE NEENAH CENTER, 4TH FLOOR P.O. BOX 669 NEENAH, WI 54957	X		President & CEO	

Signatures

Sheri H. Edison Power of Attorney 01/04/2017

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Settlement of Restricted Stock Units exempt under Rule 16b-3. Settlement of units was made on January 3, 2017 with 31,753 shares withheld for taxes, resulting in the delivery of 35,448 shares to Reporting Person.

(2) Each unit represents a right to receive one share of Bemis Common Stock upon vesting.

(3) Grant of Restricted Stock Unit exempt under Rule 16b-3. The units will vest on December 31, 2019 and will be settled in the form of Bemis Common Stock as soon as administratively possible thereafter.

Grant of Performance Based Restricted Stock Unit exempt under Rule 16b-3. The units will be settled in the form of Bemis Common Stock if certain performance targets are achieved for the performance period ending December 31, 2019. Settlement is expected to occur following Compensation Committee certification of the performance targets, which is anticipated to occur in February 2020.

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

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