

HOWATT THOMAS J
Form 4
January 04, 2012

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 *
HOWATT THOMAS J

2. Issuer Name and Ticker or Trading Symbol
WAUSAU PAPER CORP. [WPP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 PAPER PLACE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/31/2011

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

MOSINEE, WI 54455

(City) (State) (Zip)

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

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| No Par Value Common Stock | | | | | 30,248 ⁽¹⁾ | I | 401(k) Trust |
| No Par Value Common Stock | 12/31/2011 | | A | 16,049 A | \$ 0 ₍₃₎ 229,044.2086 | D | |
| No Par Value Common Stock | 12/31/2011 | | A | 32,537 A | \$ 0 ₍₃₎ 261,581.2086 | D | |

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

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SEC 1474
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | |
|--|--|--------------------------------------|--|--------------------------------|--|-------------|--|---------------------------|------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 01/03/2012 | | A | V | 5,875.4407 | | 08/08/1988 ⁽²⁾ | 08/08/1988 |
| Performance Rights | \$ 0 ⁽⁴⁾ | 12/31/2011 | | D | | 24,390.6073 | | 08/08/1988 ⁽⁴⁾ | 08/08/1988 |
| Performance Rights | \$ 0 ⁽⁴⁾ | 12/31/2011 | | D | | 50,300.6057 | | 08/08/1988 ⁽⁴⁾ | 08/08/1988 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HOWATT THOMAS J 100 PAPER PLACE MOSINEE, WI 54455 | | X | | |

Signatures

Sherri L. Lemmer,
Attorney-in-Fact

01/04/2012

**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) Estimated amount. Represents an unallocated interest in a 401(k) common stock investment fund.
- (2) Each unit represents right to receive one share of issuer's common stock upon termination of service as a director, unless deferred at election of reporting person.
- (3) Settlement of performance rights upon vesting.
- (4) Performance rights settled in common stock and cash upon vesting. Number of rights settled in common stock are reported in Table I.

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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