

BANTA CORP
Form 4
January 11, 2007

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 *
ENGELKEMEYER DAVID F

2. Issuer Name and Ticker or Trading Symbol
BANTA CORP [BN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
225 MAIN STREET, P. O. BOX 8003

3. Date of Earliest Transaction (Month/Day/Year)
01/09/2007

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

VP, Worldwide Operations

(Street)

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

MENASHA, WI 54952-8003

(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: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/09/2007 | | D | | 3,661.581 | D | \$ 0 (1) 0 |

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)

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| 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option | \$ 30.1 | 01/09/2007 | | D | 8,976 | 01/24/2006 01/24/2015 | Common Stock | 8,976 |
| Stock Option | \$ 31.94 | 01/09/2007 | | D | 7,904 | 04/26/2005 04/26/2014 | Common Stock | 7,904 |
| Stock Option | \$ 31.97 | 01/09/2007 | | D | 17,268 | 02/02/2005 02/02/2014 | Common Stock | 17,268 |
| Stock Option | \$ 35.36 | 01/09/2007 | | D | 8,134 | 01/29/2007 01/29/2016 | Common Stock | 8,134 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ENGELKEMEYER DAVID F 225 MAIN STREET P. O. BOX 8003 MENASHA, WI 54952-8003 | | | VP, Worldwide Operations | |

Signatures

Ronald D. Kneezel, 01/10/2007
Attorney-in-fact

__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) Shares of Common Stock were converted into the right to receive \$36.50 per share pursuant to an agreement and plan of merger between the issuer and RR Donnelley (the "Merger").
- This option was canceled in the merger pursuant to a cash conversion whereby each share of common stock of the option was converted
- (2) into the right to receive cash in an amount equal to the product of (i) the number of shares of issuer's common stock subject to the option multiplied by (ii) the amount by which \$36.50 exceeds the exercise price of the option.

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.