

BEMIS CO INC
Form 4
December 17, 2008

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)
12/16/2008

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)
Vice President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 12/16/2008 | | G | V 1,836 D \$ 26.12 | 46,064 | D | |
| Common Stock | 12/16/2008 | | G | V 1,836 A \$ 26.12 | 6,370 | I (2) | Children's Trust |
| Common Stock | 12/31/2007 | | J | 9 A 11 | 1,130 | I | 401(k) Plan |
| Common Stock | 03/31/2008 | | J | 127 A 11 | 1,257 | I | 401(k) Plan |
| Common Stock | 06/30/2008 | | J | 116 A 11 | 1,373 | I | 401(k) Plan |

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Common Stock 09/30/2008 J 40 A (1) 1,413 I 401(k) Plan

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) (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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Stock | (3) | 01/01/2004 | | A | 40,000 | 12/31/2009 ⁽⁵⁾ | 12/31/2009 | Common Stock | 40,000 |
| Common Stock | (3) | 01/01/2005 | | A | 27,000 | 12/31/2009 ⁽⁶⁾ | 12/31/2009 | Common Stock | 27,000 |
| Common Stock | (3) | 01/02/2006 | | A | 29,000 | 12/31/2010 ⁽⁷⁾ | 12/31/2010 | Common Stock | 29,000 |
| Common Stock | (3) | 01/03/2007 | | A | 26,000 | 12/31/2011 ⁽⁸⁾ | 12/31/2011 | Common Stock | 26,000 |
| Common Stock | (3) | 01/02/2008 | | A | 27,000 | 12/31/2012 ⁽⁹⁾ | 12/31/2012 | Common Stock | 27,000 |

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 | | | Vice President | |

Signatures

J J Seifert Power of
Attorney

12/17/2008

__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) Reporting Person is Trustee of Revocable Trust Accounts for two Children.
- (3) Security converts to Common Stock on a one-for-one basis on date of conversion.
- (4) Will know the price on the date of conversion.
- (5) 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 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.
- (6) Award under Bemis Time Accelerated Restricted Stock Appreciation Program (TARSAP) exempt under Rule 16b-3: Grant to Reporting 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.
- (7) Award under Bemis Time Accelerated Restricted Stock Appreciation Program (TARSAP) exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of December 31, 2011, or if certain performance targets are met by the Company on December 31, 2009.
- (8) Award under Bemis Time Accelerated Restricted Stock Appreciation Program (TARSAP) exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of December 31, 2012, or if certain performance targets are met by the Company on December 31, 2010.
- (9)

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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