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BOISE CASCADE CORP

Form 4

February 03, 2003

FORM 4

U.S. SECURITIES AND EXCHANGE COMMISSION STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

- () Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See
- Name and Address of Reporting Person
- 2. Issuer Name and Ticker or Trading Symbol

3. IRS or Social
Security
Number of
Reporting Perso
(Voluntary)

Groce, Jr., A. B. Boise Cascade Corporation 1111 West Jefferson Street Boise, ID 83702 Boise Cascade Corporation

BCC

6. Relationship of Reporting Person to Issuer (Check all applicable)

_Director _10% Owner _Officer (give title below) _Other (specify below)

X Sr. Vice President

- 7. Individual or Joint/Group Reporting [X] 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	2. Trans- 3	. Trans-	4. Securiti	es aquired (A)	5.	Amount of	6.	Owner-
	Security	action	action	or Dispo	sed of (D)		Securities		Ship
	(Instr. 3)	Date	Code	(Instr.	3, 4 and 5)		Beneficially		Form:
			(Instr.				Owned at		Direct
		(Month/	8)		(A)		End of Month		(D) or
		Day/			or		(Instr. 3		Indirec
		Year)	Code V	Amount	(D) Price		and 4)		(I)

Common Stock 1,147 D

Common Stock (a) 50.0259 I

Preferred Stock (a) 326.846 I

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

1.	2.	3.	4.	5.	6.	7.
Title of	Con-	Trans-	Trans-	Number of	Date exer-	Title and Amount
Derivative	version	action	action	Derivative	cisable and	of Underlying
Security	or	Date	Code	Securities	Expiration	Securities
(Instr. 3)	Exercise		(Instr.	Acquired (A)	Date	(Instr. 3 and 4)
	Price of		8)	or Disposed	(Month/	
	Deriv-			of (D)	Day/Year)	
	ative			(Instr. 3,		

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	Security	4 and 5)								
	(Month/ C Day/ O Year D) E V	Date Expi- Exer- ra- cis- tion (A) (D) able Date	Number of							
Stock Option (Right to Buy)	\$21.25	07-30 -2003	Common Stock							
Stock Option (Right to Buy)	\$24.875	07-29 -2004	Common Stock							
Stock Option (Right to Buy)	\$43.875	07-28 -2005	Common Stock							
Stock Option (Right to Buy)	\$31.375	07-26 -2006	Common Stock							
Stock Option (Right to Buy)	\$36.875	07-25 -2007	Common Stock							
Stock Option (Right to Buy)	\$28.875	07-31 -2008	Common Stock							
Stock Option (Right to Buy)	\$29.375	02-12 -2009	Common Stock							
Stock Option (Right to Buy)	\$38.0625	07-30 -2009	Common Stock							
Stock Option (Right to Buy)	\$27.50	07-28 -2010	Common Stock							
Stock Option (Right to Buy)	\$24.75	09-28 -2010	Common Stock							
Stock Option (Right to Buy)	\$35.60	07-27 -2011	Common Stock							
Stock Option (Right to Buy)	\$27.76	07-25 -2012	Common Stock							
Table II - Derivative Securities Acquired, Disposed of, or Beneficially owned (e.g., puts, calls, warrants, options, convertable securities)										
1. Title of Derivative Security (Instr. 3)	2. 3. 4. Con- Trans- Trans- version action action or Date Code Exercise (Instr Price of 8) Deriv- ative Security		7. Title and Amount of Underlying Securities (Instr. 3 and 4)							
	(Month/ C	Date Expi-	Amount or							

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5)

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		Day/ Year)	O D E	V	(A)	(D)	 tion	Title	Number of Shares	
Phantom Stock Units	(b)	01-31 -2003	A		62.46	3		Common Stock		\$

Explanation of responses:

- (a) Represents number of shares beneficially owned as of January 31, 2003, based on information from plan administrator.
- (b) Each phantom stock unit is equal in value to one share of the company's common stock.

Signature of Reporting Person:

/s/A. B. Groce, Jr.

A. B. Groce, Jr.