

WestRock Co
Form 4/A
November 18, 2015

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LUKE JOHN A JR

(Last) (First) (Middle)

504 THRASHER STREET

(Street)

NORCROSS, GA 30071

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
WestRock Co [WRK]

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)
07/06/2015

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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)
Common Stock				(A) or (D)	326,120 ⁽¹⁾	D	
Common Stock					2,269	I	By Spouse
Common Stock					7,644	I	By Daughter
Common Stock					7,064	I	By Son
Common Stock					140,680	I	In Family Trust
					33,912	I	

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Common Stock								In Employee Stock Plan
Common Stock					105,387	I		In Deferred Income Plan
Common Stock					11,197	I		By Daughter
Common Stock	07/01/2015	A	<u>89,756</u> ⁽²⁾	A	\$ 0	415,876	D	
Common Stock	07/01/2015	A	<u>75,002</u> ⁽³⁾	A	\$ 0	490,878	D	
Common Stock	07/01/2015	A	<u>92,584</u> ⁽⁴⁾	A	\$ 0	583,462	D	

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

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(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)	8. I. De. Sec. (In
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	07/01/2015		A	92,584	<u>(4)</u> <u>(4)</u>	Common Stock	92,584
Restricted Stock Units	\$ 0	07/01/2015		A	75,002	<u>(3)</u> <u>(3)</u>	Common Stock	75,002
Restricted Stock Units	\$ 0	07/01/2015		A	89,756	<u>(2)</u> <u>(2)</u>	Common Stock	89,756

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LUKE JOHN A JR 504 THRASHER STREET NORCROSS, GA 30071	X

Signatures

Robert B. McIntosh (attorney-in-fact pursuant to power of attorney previously filed with SEC)

11/16/2015

____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) Includes grant of 1,035 shares of restricted stock awarded 10/29/2015 vesting January 30, 2015 previously reported as vesting on one year anniversary.
- (2) On July 1, 2015, the performance criteria was deemed satisfied for an award previously granted on 02/25/2013, and the award converted into an award subject only to the deferred distribution under 409A.
- (3) On July 1, 2015, the performance criteria was deemed satisfied for an award previously granted on 02/24/2014, and the award converted into an award subject only to the deferred distribution under 409A.
- (4) On July 1, 2015, the performance criteria was deemed satisfied for an award previously granted on 02/23/2015, and the award converted into an award subject only to the deferred distribution under 409A. These restricted stock units were originally reported as 92,583 and should be 92,584.

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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