BROWN HYATT J

Form 4 May 23, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response... 0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BROWN HYATT J			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			Rock-Tenn CO [RKT]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	X Director 10% Owner			
220 S. RIDGEWOOD AVE.			05/21/2007	Officer (give titleOther (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
DAYTONA	BEACH, F	L 32114		Form filed by More than One Reporting Person			

(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. Transactic Code (Instr. 8)	4. Securitie orDisposed o (Instr. 3, 4	of (D)	uired (A) or Price	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)	
Class A Common Stock	05/21/2007		S	32,085	D	\$ 36.6675 (1)	253,285	I	By Brown & Brown, Inc.	
Class A Common Stock	05/22/2007		S	114,778	D	\$ 36.2337 (2)	138,507	I	By Brown & Brown, Inc.	
Class A Common Stock							880,000	D		

5,000

D

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Class A Common Stock

By Class A Brown & S 35.6346 78,273 Ι Common 60,234 05/23/2007 D Brown, (3) Stock Inc.

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

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9. Nu

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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. Transac Code (Instr. 8	5. tionNumber of) Derivati Securitic Acquire (A) or Dispose of (D) (Instr. 3, 4, and 5)	(Month/Day. ve es d	ate	7. Titl Amou Under Securi (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)
				Code	V (A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Maress	Director	10% Owner	Officer	Other			
BROWN HYATT J 220 S. RIDGEWOOD AVE. DAYTONA BEACH, FL 32114	X						

Signatures

Robert B. McIntosh (attorney-in-fact pursuant to power of attorney previously filed with 05/23/2007 SEC)

> **Signature of Reporting Person Date

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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 sold at average price of \$36.6675. Prices ranging from \$36.48 to \$36.60 per share.
- (2) Shares sold at average price of \$36.2337. Prices ranging from \$36.00 to \$36.55 per share.
- (3) Shares sold at average price of \$35.6346. Prices ranging from \$35.50 to \$36.25 per share.

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.