

BAXTER JAMESON A

Form 4

October 25, 2006

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 *
BAXTER JAMESON A

(Last) (First) (Middle)

225 MAIN STREET, P. O. BOX
8003

(Street)

MENASHA, WI 54952-8003

(City) (State) (Zip)

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

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

10/23/2006

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)

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 Price			
Common Stock					16,375	D	

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

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information contained in this form are not
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom stock units <u>(1)</u>	\$ 0	10/23/2006		A		43.9		<u>(2)</u>	<u>(2)</u>	Phantom stock units	43.9
Phantom stock units <u>(5)</u>	\$ 0	10/24/2006		A		278.37		<u>(2)</u>	<u>(2)</u>	Phantom stock units	278.37
Stock Option	\$ 19.1875							10/26/2000	04/26/2010	Common Stock	1,500
Stock Option	\$ 21.375							10/28/1999	04/27/2009	Common Stock	1,500
Stock Option	\$ 26							04/25/2001	04/25/2011	Common Stock	3,000
Stock Option	\$ 30.92							10/30/2003	04/30/2013	Common Stock	3,000
Stock Option	\$ 31.375							10/29/1998	04/28/2008	Common Stock	1,500
Stock Option	\$ 36.71							04/24/2002	04/24/2012	Common Stock	3,000
Stock Option	\$ 39.62							10/27/2005	04/27/2015	Common Stock	3,000
Stock Option	\$ 45.79							10/28/2004	04/28/2014	Common Stock	3,000
Stock Option	\$ 50.83							10/26/2006	04/26/2016	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAXTER JAMESON A 225 MAIN STREET P. O. BOX 8003 MENASHA, WI 54952-8003	X			

Signatures

Ronald D. Kneezel,
attorney-in-fact

10/25/2006

__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).
- (2) The units will be settled in cash following the reporting person's conclusion of service as a director.
- (3) This security converts on a one-for-one basis.
- (4) The total includes 67.45 shares acquired in August 2006 under the Banta Corporation Automatic Dividend Reinvestment Plan at \$35.33 per share.
- (5) Payment of deferred board retainer, deferred chairperson retainer and meeting fees at a price of \$45.80 per share.
- (1) Payment of deferred meeting fees at a price of \$45.55 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.

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