

BEMIS CO INC  
Form 4  
February 06, 2015

**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 \*  
**THEISEN HENRY J**

(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)  
**02/04/2015**

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)  
**Exec. Chairman of the Board**

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) |                    |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|--------------------|
|                                 |                                      |  | Code                           | V   | Amount or (D) Price   |  |   |                    |
| Common Stock                    | 02/04/2015                           |  | M                              |   | 30,240 (1) A \$ 0 (2)   | 246,546 (3)  | D   |                    |
| Common Stock                    | 02/04/2015                           |  | F                              |   | 15,000 D \$ 46.05   | 231,546  | D   |                    |
| Common Stock                    | 02/04/2015                           |  | G                              | V   | 621 D \$ 0  | 230,925  | D   |                    |
| Common Stock                    |                                      |  |                                |   |   | 7,529  | I   | By Trust for Child |
| Common Stock                    |                                      |  |                                |   |   | 14,324   | I   | By GRAT            |



## 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) Settlement of Performance Based Restricted Stock Unit exempt under Rule 16b-3. Settlement of units was made on February 4, 2015 with 15,000 shares withheld for taxes, resulting in the delivery of 15,240 shares to Reporting Person.
- (2) Security converts to Common Stock on a one-for-one basis on date of conversion.
- (3) Reflects the transfer of 977 shares from the reporting person's GRAT and a transfer of 977 shares from the reporting person's spouse's GRAT to the reporting person.

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.