

NICKOLOFF JEFFREY K
Form 4
March 29, 2013

FORM 4

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

OMB APPROVAL

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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 *
NICKOLOFF JEFFREY K

2. Issuer Name and Ticker or Trading Symbol
CASCADE CORP [CASC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
PO BOX 20187

3. Date of Earliest Transaction (Month/Day/Year)
03/28/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Vice President-Corp. Mfg.

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PORTLAND, OR 97294

(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. 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/28/2013		U		701 D \$ 65 4,028	D	
Common Stock	03/28/2013		D		4,028 (1) D \$ 65 0	D	

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

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SEC 1474 (9-02)

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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. 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 Security (Instr. 3 and 4)
Stock Appreciation Rights	\$ 21.15	03/28/2013		D	8,250	05/26/2005 ⁽²⁾ 05/26/2014	Common Stock
Stock Appreciation Rights	\$ 35.6	03/28/2013		D	17,500	06/07/2006 ⁽³⁾ 06/07/2015	Common Stock
Stock Appreciation Rights	\$ 37.05	03/28/2013		D	13,125	06/06/2007 ⁽⁴⁾ 06/06/2016	Common Stock
Stock Appreciation Rights	\$ 73.73	03/28/2013		D	5,000	06/08/2008 ⁽⁵⁾ 06/08/2017	Common Stock
Stock Appreciation Rights	\$ 44.24	03/28/2013		D	2,670	06/06/2009 ⁽⁶⁾ 06/06/2018	Common Stock
Stock Appreciation Rights	\$ 24.5	03/28/2013		D	4,911	06/05/2010 ⁽⁷⁾ 06/05/2019	Common Stock
Stock Appreciation Rights	\$ 32.01	03/28/2013		D	3,436	06/08/2011 ⁽⁸⁾ 06/08/2020	Common Stock
Stock Appreciation Rights	\$ 48.66	03/28/2013		D	4,163	04/01/2012 ⁽⁹⁾ 04/01/2021	Common Stock
Stock Appreciation Rights	\$ 50.12	03/28/2013		D	5,710	03/30/2013 ⁽¹⁰⁾ 03/30/2022	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

NICKOLOFF JEFFREY K
PO BOX 20187
PORTLAND, OR 97294

Vice President-Corp. Mfg.

Signatures

Jeffrey K. 03/29/2013
Nickoloff

**Signature of Date
Reporting Person

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) 4,028 of these shares represent shares of restricted stock which became fully vested by virtue of the merger and were cancelled and converted into the right to receive a lump sum cash payment equal to the merger consideration of \$65.00 per share, pursuant to the Agreement and Plan of Merger, dated October 22, 2012, among Cascade Corporation, Toyota Industries Corporation and Industrial Components and Attachments II, Inc.
 - (2) These stock appreciation rights, which provided for vesting in four equal annual installments beginning on May 26, 2005, were cancelled in the merger in exchange for a cash payment of \$361,763, representing the aggregate amount of which the merger consideration of \$65.00 per share exceeds the base price of the stock appreciation rights.
 - (3) These stock appreciation rights, which provided for vesting in four equal annual installments beginning on June 7, 2006, were cancelled in the merger in exchange for a cash payment of \$514,500, representing the aggregate amount by which the merger consideration of \$65.00 per share exceeds the base price of the stock appreciation rights.
 - (4) These stock appreciation rights, which provided for vesting in four equal annual installments beginning on June 6, 2007, were cancelled in the merger in exchange for a cash payment of \$366,844, representing the aggregate amount by which the merger consideration of \$65.00 per share exceeds the base price of the stock appreciation rights.
 - (5) These stock appreciation rights, which provided for vesting in four equal annual installments beginning on June 8, 2008, were cancelled in the merger. No cash payment was made in exchange for the stock appreciation rights because the base price of the stock appreciation rights exceeds the merger consideration of \$65.00 per share.
 - (6) These stock appreciation rights, which provided for vesting in four equal annual installments beginning on June 6, 2009, were cancelled in the merger in exchange for a cash payment of \$55,429, representing the aggregate amount by which the merger consideration of \$65.00 per share exceeds the base price of the stock appreciation rights.
 - (7) These stock appreciation rights, which provided for vesting in four equal annual installments beginning on June 5, 2010, were cancelled in the merger in exchange for a cash payment of \$198,896, representing the aggregate amount by which the merger consideration of \$65.00 per share exceeds the base price of the stock appreciation rights.
 - (8) These stock appreciation rights, which provided for vesting in four equal annual installments beginning on June 8, 2011, were cancelled in the merger in exchange for a cash payment of \$113,354, representing the aggregate amount by which the merger consideration of \$65.00 per share exceeds the base price of the stock appreciation rights.
 - (9) These stock appreciation rights, which provided for vesting in four equal annual installments beginning on April 1, 2012, were cancelled in the merger in exchange for a cash payment of \$68,023, representing the aggregate amount by which the merger consideration of \$65.00 per share exceeds the base price of the stock appreciation rights.
 - (10) These stock appreciation rights, which provided for vesting in four equal annual installments beginning on March 30, 2013, were cancelled in the merger in exchange for a cash payment of \$84,965, representing the aggregate amount by which the merger consideration of \$65.00 per share exceeds the base price of the stock appreciation rights.

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.