MADISON DEARBORN CAPITAL PARTNERS IV LP
Form 4
February 18, 2010

FORM 4

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

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 Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
BOISE CASCADE HOLDINGS, L.L.C.

(Last) (First) (Middle)

1111 WEST JEFFERSON STREET, SUITE 300

(Street)

BOISE, ID 83728

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
BOISE INC. [BZ]

3. Date of Earliest Transaction (Month/Day/Year)
02/16/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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	(A) or (D)	Price			
Common Stock	02/16/2010		S(1)		275,000	D	$ 4.74	18,036,910	D (2)	
Common Stock	02/17/2010		S(1)		150,000	D	$ 4.83	17,886,910	D (2)	

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

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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)

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOISE CASCADE HOLDINGS, L.L.C. 1111 WEST JEFFERSON STREET SUITE 300 BOISE, ID 83728		X		
FOREST PRODUCTS HOLDINGS, L.L.C. C/O BOISE CASCADE HOLDINGS, L.L.C. 1111 WEST JEFFERSON STREET, SUITE 300 BOISE, ID 83728		X		
MADISON DEARBORN CAPITAL PARTNERS IV LP C/O BOISE CASCADE HOLDINGS, L.L.C. 1111 WEST JEFFERSON STREET, SUITE 300 BOISE, ID 83728		X		
MADISON DEARBORN PARTNERS IV LP C/O BOISE CASCADE HOLDINGS, L.L.C. 1111 WEST JEFFERSON STREET, SUITE 300 BOISE, ID 83728		X		

Signatures

Boise Cascade Holdings, L.L.C. by: /s/ David G. Gadda, Vice President and General Counsel	02/18/2010
**Signature of Reporting Person	Date
Forest Products Holdings, L.L.C. by: /s/ David G. Gadda, Vice President and General Counsel	02/18/2010
**Signature of Reporting Person	Date

Madison Dearborn Capital Partners IV, L.P. by: Madison Dearborn Partners IV, L.P., its: General Partner by: Madison Dearborn Partners, L.L.C., its: General Partner by: /s/ David G. Gadda, Attorney-in-Fact	02/18/2010
**Signature of Reporting Person	Date
Madison Dearborn Partners IV, L.P. by: Madison Dearborn Partners, L.L.C., its: General Partner by: /s/ David G. Gadda, Attorney-in-Fact	02/18/2010
**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) The transactions reported in this Form 4 were effected pursuant to a Sales Plan adopted on December 14, 2009, by the Reporting Person pursuant to Rule 10b5-1, with sales commencing on February 16, 2010.

(2) Boise Cascade Holdings, L.L.C. ("BCH") is the record owner of the common shares set forth herein. The shares held by BCH may be deemed to be beneficially owned by Forest Products Holdings, L.L.C. ("FPH"), which is controlled by Madison Dearborn Capital Partners IV, L.P. ("MDCP IV"). Madison Dearborn Partners IV, L.P. ("MDP IV"), is the general partner of MDCP IV.

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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