

BAXTER JAMESON A
Form 4
January 31, 2006

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 *
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)
01/29/2006

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 13,375 | 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)

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 ⁽¹⁾ | \$ 0 | 01/29/2006 | | A | 39.32 | <u>(2)</u> <u>(2)</u> | Phantom stock units 39.32 |
| Phantom stock units ⁽⁴⁾ | \$ 0 | 01/30/2006 | | A | 230.98 | <u>(2)</u> <u>(2)</u> | Phantom stock units 230.98 |
| 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 | \$ 24.375 | | | | | 10/24/1996 04/23/2006 | Common Stock 1,500 |
| Stock Option | \$ 25.375 | | | | | 10/23/1997 04/22/2007 | 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 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BAXTER JAMESON A 225 MAIN STREET | X | | | |

P. O. BOX 8003
MENASHA, WI 54952-8003

Signatures

Ronald D. Kneezel,
attorney-in-fact

01/31/2006

__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) Payment of deferred board retainer, deferred chairperson retainer and meeting fees at a price of \$50.87 per share.
- (1) Payment of deferred meeting fees at a price of \$50.87 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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