

Austen William F.
Form 4
January 03, 2018

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 *
Austen William F.

(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)
01/02/2018

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)
President & CEO

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------------------|
| | | | Code | V | Amount or (D) Price | | | |
| Common Stock | 01/02/2018 | | M | | 41,143 (1) A \$ 0 (2) | 248,777 | D | |
| Common Stock | 01/02/2018 | | F | | 18,371 D \$ 47.81 | 230,406 | D | |
| Common Stock | | | | | | 15,376 | I | By Trust for Children |
| Common Stock | | | | | | 15,000 | I | By Spouse's GRAT |
| | | | | | | 15,000 | I | By GRAT |

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Common
Stock

Common
Stock

3,492

I

401(k)
Plan

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

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(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 Underlying (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--------------|-----|
| | | | | | | Date Exercisable | Expiration Date | Title | |
| | | | | | | Code | V | (A) | (D) |
| Restricted Stock Unit | <u>(2)</u> | 01/02/2018 | | M | 41,143 | 12/31/2017 | 12/31/2017 | Common Stock | |
| Restricted Stock Unit | <u>(2)</u> | 01/02/2018 | | A | 32,946 | 12/31/2020 ⁽³⁾ | 12/31/2020 | Common Stock | |
| Performance Unit | <u>(2)</u> | 01/02/2018 | | A | 76,873 | 12/31/2020 ⁽⁴⁾ | 12/31/2020 | Common Stock | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Austen William F.
ONE NEENAH CENTER, 4TH FLOOR
P.O. BOX 669
NEENAH, WI 54957

X

President & CEO

Signatures

Sheri H. Edison Power of
Attorney

01/03/2018

 **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) Settlement of Restricted Stock Units exempt under Rule 16b-3. Settlement of units was made on January 2, 2018 with 18,371 shares withheld for taxes, resulting in the delivery of 22,772 shares to Reporting Person.

(2) Each unit represents a right to receive one share of Bemis Common Stock upon vesting.

(3) Grant of Restricted Stock Unit exempt under Rule 16b-3. The units will vest on December 31, 2020 and will be settled in the form of Bemis Common Stock as soon as administratively possible thereafter.

Grant of Performance Based Restricted Stock Unit exempt under Rule 16b-3. The units will be settled in the form of Bemis Common
(4) Stock if certain performance targets are achieved for the performance period ending December 31, 2020. Settlement is expected to occur following Compensation Committee certification of the performance targets, which is anticipated to occur in February 2021.

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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