

BEMIS CO INC
Form 4
May 04, 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 *
BOLTON WILLIAM J

(Last) (First) (Middle)

SUITE 2300, 222 S. 9TH ST.

(Street)

MINNEAPOLIS, MN 55402-4099

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BEMIS CO INC [BMS]

3. Date of Earliest Transaction (Month/Day/Year)
05/02/2006

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 05/02/2006 | | M | | 1,968 (4) \$ 31.39 | 3,968 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--------|--|------------|---|------------------|-----------------|---|
| | | | | | Code | V | (A) | (D) | | Date Exercisable | Expiration Date | |
| Common Stock | \$ 15.8594 | 02/03/2000 | | A | | 10,000 | | (1) | 02/03/2010 | Common Stock | 10 | |
| Common Stock | (3) | 05/02/2003 | 05/02/2006 | M | | 1,968 | | 05/02/2006 | (4) | 05/02/2006 | Common Stock | 1 |
| Common Stock | (3) | 05/04/2006 | | A | | 797 | | 05/04/2009 | (5) | 05/04/2009 | Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BOLTON WILLIAM J SUITE 2300 222 S. 9TH ST. MINNEAPOLIS, MN 55402-4099 | | | X | |

Signatures

J J Seifert Power of Attorney
05/04/2006

__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).
- (1) Stock Option (Right to Buy) granted pursuant to Bemis Director's Stock Option Program exempt under Rule 16b-3: All options now exercisable.
- (2) Will know price on the date of exercise.
- (3) Security converts to Common Stock on a one-for-one basis on date of conversion.
- (4) Stock Award granted pursuant to Bemis Director's Stock Incentive Plan exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of May 2, 2006. Payout of 1,968 shares was made on May 2, 2006.
- (5) Stock Award granted pursuant to Bemis Director's Stock Incentive Plan exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of May 4, 2009.
- (6) Will know price on the date of conversion.

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.