

BEMIS CO INC  
Form 4  
January 05, 2009

**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 \*  
**THEISEN HENRY J**

(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)  
**01/02/2009**

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	01/02/2009		M	27,647 (6) A \$ 24.63	87,224	D	
Common Stock	03/31/2008		J	243 A (3)	12,134	I (3)	401(k) Plan
Common Stock	06/30/2008		J	175 A (3)	12,309	I (3)	401(k) Plan
Common Stock	09/30/2008		J	94 A (3)	12,403	I (3)	401(k) Plan
Common Stock	12/31/2008		J	107 A (3)	12,510	I (3)	401(k) Plan

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Common Stock	3,969	I <sup>(1)</sup>	Children
Common Stock	1,775	I <sup>(2)</sup>	Children

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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Common Stock	<sup>(4)</sup>	01/28/2004	01/02/2009	M	42,000	12/31/2008 <sup>(6)</sup>	12/31/2008	Common Stock
Common Stock	<sup>(4)</sup>	01/01/2005		A	45,000	12/31/2009 <sup>(7)</sup>	12/31/2009	Common Stock
Common Stock	<sup>(4)</sup>	01/02/2006		A	48,000	12/31/2010 <sup>(8)</sup>	12/31/2010	Common Stock
Common Stock	<sup>(4)</sup>	01/03/2007		A	49,000	12/31/2011 <sup>(9)</sup>	12/31/2011	Common Stock
Common Stock	<sup>(4)</sup>	01/02/2008		A	51,000	12/31/2012 <sup>(10)</sup>	12/31/2012	Common Stock
Common Stock	<sup>(4)</sup>	02/08/2008		A	15,000	01/01/2013 <sup>(11)</sup>	01/01/2013	Common Stock
Common Stock	\$ 24.59	01/01/2002		A	22,358	<sup>(12)</sup>	12/31/2011	Common Stock
Common Stock	\$ 24.815	01/02/2003		A	31,608	<sup>(12)</sup>	12/31/2012	Common Stock

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

THEISEN HENRY J  
ONE NEENAH CENTER, 4TH FLOOR  
P.O. BOX 669  
NEENAH, WI 54957

President & CEO

## Signatures

J J Seifert Power of Attorney  
01/05/2009

\_\_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) Reporting Person is Trustee of shares held in Trust for Dependent Child #1.
- (2) Reporting Person is Trustee of shares held in Trust for Dependent Child #2.
- (3) No price necessary for Edgar Filing - Company 401(k) Plan.
- (4) Security converts to Common Stock on a one-for-one basis on date of conversion.
- (5) Will know price on the date of conversion.
- (6) Award under Bemis Time Accelerated Restricted Stock Appreciation Program (TARSAP) exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of December 31, 2008. Payout was made on January 2, 2009, with 14,353 shares withheld for tax purposes, leaving right to receive 27,647 shares.
- (7) Award under Bemis Time Accelerated Restricted Stock Appreciation Program (TARSAP) exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of December 31, 2009.
- (8) Award under Bemis Time Accelerated Restricted Stock Appreciation Program (TARSAP) exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of December 31, 2010.
- (9) Award under Bemis Time Accelerated Restricted Stock Appreciation Program (TARSAP) exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of December 31, 2011.
- (10) Award under Bemis Time Accelerated Restricted Stock Appreciation Program (TARSAP) exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of December 31, 2012.
- (11) Award under Bemis Time Accelerated Restricted Stock Appreciation Program (TARSAP) exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of January 1, 2013.
- (12) Stock Option (right to buy) pursuant to Stock Option Plan exempt under Rule 16b-3: Options presently exercisable. Will know price on the date of exercise.
- (13) Will know price on the date of exercise.

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.