

WAUSAU PAPER CORP.
Form 4
March 04, 2014

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 *
URMANSKI MATTHEW L

(Last) (First) (Middle)
104 MILL ROCK ROAD
(Street)

NICHOLASVILLE, KY 40356

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WAUSAU PAPER CORP. [WPP]

3. Date of Earliest Transaction
(Month/Day/Year)
02/18/2014

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)
SVP - Tissue

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 | (D) | Price |
| No Par Value Common Stock | 02/18/2014 | | J(1) | V | 43.4398 | A | \$ 13.178 |
| No Par Value Common Stock | 03/01/2014 | | M | | 2,178 | A | \$ 0 (5) |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|
| Performance Rights | \$ 0 ⁽²⁾ | 02/18/2014 | | A V | 11.5048 | 01/02/2015 ⁽³⁾ 01/02/2015 ⁽³⁾ |
| Performance Rights | \$ 0 ⁽²⁾ | 02/18/2014 | | A V | 7.5896 | 03/01/2014 ⁽⁴⁾ 03/01/2014 ⁽⁴⁾ |
| Performance Rights | \$ 0 ⁽⁶⁾ | 03/01/2014 | | M | 3,339.4194 | 08/08/1988 ⁽⁶⁾ 08/08/1988 ⁽⁶⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| URMANSKI MATTHEW L 104 MILL ROCK ROAD NICHOLASVILLE, KY 40356 | | | SVP - Tissue | |

Signatures

Erik B. Bunnell,
Attorney-in-Fact

03/04/2014

__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) Acquired under Dividend Reinvestment Plan.

(2) Converts to common stock on a one-for-one basis.

(3) Rights vest if employment continues until January 2, 2015.

(4) Rights vest if employment continues until March 1, 2014.

(5) Settlement of performance rights upon vesting based on conditions related to return on capital employed targets during 2012.

(6) Performance rights settled in common stock and cash upon vesting on March 1, 2014 based on conditions relating to return on capital employed targets during 2012. Number of rights settled in common stock are reported in Table I.

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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