Verso Paper Corp. Form 4 May 22, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

SECURITIES

obligations may continue. See Instruction 1(b).

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)

(Last)

(City)

1. Name and Address of Reporting Person * Weinhold Michael A.

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

Verso Paper Corp. [VRS]

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

05/20/2008

6775 LENOX CENTER COURT. SUITE 400

(Middle)

(Zip)

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

Director 10% Owner X_ Officer (give title Other (specify

below) below)

Senior VP of Sales and Mkting

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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

MEMPHIS, TN 38115

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

Common 05/20/2008 Stock

P 500 Α \$ 12 500 D

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)

(9-02)

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed o (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)		8. Pri Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Units (1)	\$ 0	05/20/2008		J(2)	93,451	<u>(4)</u>	(5)	Common	93,451	\$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Weinhold Michael A. 6775 LENOX CENTER COURT, SUITE 400 MEMPHIS, TN 38115

Senior VP of Sales and Mkting

Signatures

/s/ Peter H. Kesser, attorney-in-fact 05/22/2008

**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) The reporting person owns units representing a limited partner interest in Verso Paper Management LP.
- On May 20, 2008, Verso Paper Corp. completed its initial public offering of common stock. On that date, and in connection with the closing of the offering, the limited partnership agreement of Verso Paper Management LP, which before the offering had been the sole stockholder of Verso Paper Corp., was amended to, among other things, provide that each unit in Verso Paper Management LP may be exchanged, subject to certain restrictions, for one share of common stock of Verso Paper Corp. owned by Verso Paper Management LP.
- (3) All of the units reported are vested, except for 17,384 units that vest in four equal annual installments beginning on 8/1/2008, subject to certain limitations set forth in the limited partnership agreement of Verso Paper Management LP.
- As described in the limited partnership agreement of Verso Paper Management LP, and subject to certain exceptions set forth therein, the units in Verso Paper Management LP are exchangeable for common stock of Verso Paper Corp. beginning one day following the date that is the later of (a) one year following the consummation of the initial public offering of Verso Paper Corp. (i.e., May 20, 2009) and (b) the expiration of any "lock-up" agreement applicable to the offering to which the reporting person is bound.
- (5) The right to exchange units in Verso Paper Management LP for common stock of Verso Paper Corp. has no expiration date.

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.

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