

THEISEN HENRY J
Form 4
December 06, 2010

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 *
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)
12/03/2010

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 12/03/2010 | | M | | 3,109 (1) \$ 32.75 | A | D |
| Common Stock | 03/31/2010 | | J | | 265 (4) | A | I 401(k) Plan |
| Common Stock | 06/30/2010 | | J | | 158 (4) | A | I 401(k) Plan |
| Common Stock | 09/30/2010 | | J | | 106 (4) | A | I 401(k) Plan |
| Common Stock | | | | | 5,261 | I (2) | Children |

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Common Stock 3,067 I ⁽³⁾ Children

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) | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Common Stock | (5) | 01/02/2006 | | A | 48,000 | 12/31/2010 ⁽⁷⁾ 12/31/2010 | Common Stock |
| Common Stock | (5) | 01/03/2007 | | A | 49,000 | 12/31/2011 ⁽⁸⁾ 12/31/2011 | Common Stock |
| Common Stock | (5) | 01/02/2008 | | A | 51,000 | 12/31/2012 ⁽⁹⁾ 12/31/2012 | Common Stock |
| Common Stock | (5) | 02/08/2008 | | A | 15,000 | 01/01/2013 ⁽¹⁰⁾ 01/01/2013 | Common Stock |
| Common Stock | (5) | 01/13/2009 | | A | 37,154 | 12/31/2011 ⁽¹¹⁾ 12/31/2011 | Common Stock |
| Common Stock | (5) | 01/13/2009 | | A | 44,336 | 12/31/2013 ⁽¹²⁾ 12/31/2013 | Common Stock |
| Common Stock | (5) | 01/01/2010 | | A | 46,411 | 12/31/2012 ⁽¹³⁾ 12/31/2012 | Common Stock |
| Common Stock | (5) | 01/01/2010 | | A | 46,411 | 12/31/2014 ⁽¹⁴⁾ 12/31/2014 | Common Stock |
| Common Stock | \$ 24.59 | 01/01/2002 | 12/03/2010 | M | 22,358 | ⁽¹⁾ 12/31/2011 | Common Stock |
| Common Stock | \$ 24.815 | 01/02/2003 | | A | 31,608 | ⁽¹⁵⁾ 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 | X | | President & CEO | |

Signatures

Sheri H. Edison Power of
Attorney

12/06/2010

**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) Exercise of Option to purchase 22,358 shares. Reporting Person attested to ownership of 16,787 shares to cover the cost of exercise and requested the Company to use 2,462 shares to cover withholding taxes, resulting in the issuance of 3,109 shares to Reporting Person.
 - (2) Reporting Person is Trustee of shares held in Trust for Dependent Child #1.
 - (3) Reporting Person is Trustee of shares held in Trust for Dependent Child #2.
 - (4) No price necessary for Edgar Filing - Company 401(k) Plan.
 - (5) Security converts to Common Stock on a one-for-one basis on date of conversion.
 - (6) Will know price on the date of conversion.
 - (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, 2010.
 - (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, 2011.
 - (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, 2012.
 - (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 January 1, 2013.
 - (11) Award under Bemis Performance Based Restricted Stock Award Program exempt under Rule 16b-3: Grant to Reporting Person of right to receive Performance Stock Units as of December 31, 2011, if certain performance targets are met by the Company.
 - (12) Award under Bemis Restricted Stock Award Program exempt under Rule 16b-3: Grant to Reporting Person of right to receive Restricted Stock Units as of December 31, 2013.
 - (13) Award under Bemis Performance Based Restricted Stock Award Program exempt under Rule 16b-3: Grant to Reporting Person of right to receive Performance Stock Units as of December 31, 2012, if certain performance targets are met by the Company.
 - (14) Award under Bemis Restricted Stock Award Program exempt under Rule 16b-3: Grant to Reporting Person of right to receive Restricted Stock Units as of December 31, 2014.
 - (15) 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.
 - (16) 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.

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