

BOISE CASCADE Co

Form 4

February 27, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CORRICK THOMAS KEVIN

(Last) (First) (Middle)

**C/O BOISE CASCADE
COMPANY, 1111 WEST
JEFFERSON STREET, SUITE 300**

(Street)

BOISE, ID 83702

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
BOISE CASCADE Co [BCC]

3. Date of Earliest Transaction
(Month/Day/Year)
02/25/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
COO

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

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 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01	02/25/2015		A	(A) or (D) Amount 20,735 (1)	\$ 0 30,736	D	
Common Stock, par value \$0.01	02/25/2015		A	(A) or (D) Amount 5,318 (2)	\$ 0 36,054	D	
Common Stock, par value \$0.01	02/26/2015		F	(A) or (D) Amount 617 (3)	\$ 36.17 35,437	D	

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

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SEC 1474
(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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CORRICK THOMAS KEVIN
C/O BOISE CASCADE COMPANY
1111 WEST JEFFERSON STREET, SUITE 300
BOISE, ID 83702

COO

Signatures

/s/ John T. Sahlberg,
Attorney-in-Fact

02/27/2015

**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) Represents shares underlying restricted stock unit awards issued pursuant to the registrant's 2013 Incentive Compensation Plan. Shares issued under the restricted stock units will vest and be deliverable in three equal tranches on March 1, 2016, 2017, and 2018. However, 100% of restricted stock units granted to retirement-eligible employees (age 62 or older with 15 years of service, or age 65 or older) vest on the later of March 1, 2016 or the date upon which they become retirement eligible.

(2) Represents shares underlying performance stock unit awards issued pursuant to the registrant's 2013 Incentive Compensation Plan. The number of shares issued under the performance stock units was determined based upon 2014 EBITDA, defined as income before interest (interest expense and interest income), income taxes, and depreciation and amortization. One third of the shares vested on February 25, 2015, while the remaining two thirds will vest and be deliverable in two equal tranches on December 31, 2015 and December 31, 2016.

(3)

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Represents shares withheld for taxes upon the satisfaction of the time and performance vesting conditions with respect to the 2014 performance stock unit award.

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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