

Austen William F.
Form 4
February 02, 2006

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Austen William F.

(Last) (First) (Middle)

SUITE 2300, 222 S. 9TH ST.

(Street)

MINNEAPOLIS, MN 55402-4099

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

BEMIS CO INC [BMS]

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

02/01/2006

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 ____ Other (specify
below) below)

Vice President

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 (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)
Common Stock	02/01/2006		G	1,556 D	\$ 30.81	23,948 D	
Common Stock	12/31/2005		J	27 A	795	I	401(k) Plan

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

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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 Amount Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock	<u>(2)</u>	01/01/2001		A		40,000		12/31/2006 ⁽⁴⁾	12/31/2006	Common Stock	40,000
Common Stock	<u>(2)</u>	01/01/2004		A		40,000		12/31/2009 ⁽⁵⁾	12/31/2009	Common Stock	40,000
Common Stock	<u>(2)</u>	01/01/2005		A		27,000		12/31/2009 ⁽⁶⁾	12/31/2009	Common Stock	27,000
Common Stock	<u>(2)</u>	01/02/2006		A		29,000		12/31/2010 ⁽⁷⁾	12/31/2010	Common Stock	29,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Austen William F. SUITE 2300 222 S. 9TH ST. MINNEAPOLIS, MN 55402-4099			Vice President	

Signatures

J J Seifert Power of
Attorney
02/02/2006
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) No price necessary for Edgar Filing - Company 401(k) Plan.
- (2) Security converts to Common Stock on a one-for-one basis on date of conversion.
- (3) Will know the price on the date of conversion.
- (4) Award granted 1/01/2001 under Bemis Stock Award Program exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of December 31, 2006.
- (5)

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Award granted 1/01/2004 under Bemis Stock Award Program exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of December 31, 2009.

Award under Bemis Time Accelerated Restricted Stock Appreciation Program (TARSAP) exempt under Rule 16b-3: Grant to Reporting

- (6) Person of right to receive stock as of December 31, 2009, or if certain performance targets are met by the Company on December 31, 2007.

Award under Bemis Time Accelerated Restricted Stock Appreciation Program (TARSAP) exempt under Rule 16b-3: Grant to Reporting

- (7) Person of right to receive stock as of December 31, 2010, or if certain performance targets are met by the Company on December 31, 2008.

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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