

BEMIS CO INC
Form 4
January 04, 2017

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 *
Fliss Timothy S.

(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)

01/03/2017

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)

Senior 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/03/2017		M	Amount 11,109 (1)	A \$ 0 (2)	11,109	D
Common Stock	01/03/2017		F	5,636	D \$ 48.63	5,473	D
Common Stock						17,767	I Family Trust
Common Stock						1,176	I 401(K) Plan

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

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(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 Underlying S (Instr. 3 and
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Unit	(2)	01/03/2017		M	11,109	12/31/2016 ⁽¹⁾ 12/31/2016	Common Stock
Restricted Stock Unit	(2)	01/03/2017		A	2,836	12/31/2019 ⁽³⁾ 12/31/2019	Common Stock
Performance Unit	(2)	01/03/2017		A	6,618	12/31/2019 ⁽⁴⁾ 12/31/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Fliss Timothy S.
ONE NEENAH CENTER, 4TH FLOOR
P.O. BOX 669
NEENAH, WI 54957

Senior Vice President

Signatures

Sheri H. Edison Power of
Attorney

01/04/2017

__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) Settlement of Restricted Stock Units exempt under Rule 16b-3. Settlement of units was made on January 3, 2017 with 5,636 shares withheld for taxes, resulting in the delivery of 5,473 shares to Reporting Person.
- (2) Each unit represents a right to receive one share of Bemis Common Stock upon vesting.
- (3) Grant of Restricted Stock Unit exempt under Rule 16b-3. The units will vest on December 31, 2019 and will be settled in the form of Bemis Common Stock as soon as administratively possible thereafter.

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Grant of Performance Based Restricted Stock Unit exempt under Rule 16b-3. The units will be settled in the form of Bemis Common

- (4) Stock if certain performance targets are achieved for the performance period ending December 31, 2019. Settlement is expected to occur following Compensation Committee certification of the performance targets, which is anticipated to occur in February 2020.

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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