

THEISEN HENRY J  
Form 4  
January 04, 2006

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
THEISEN HENRY J

(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)  
01/02/2006

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)  
Executive Vice President

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D) Price                                                  |                                                                                               |                                                          |                                   |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 13,817                                                                                        | D                                                        |                                   |
| Common Stock                    | 09/30/2005                           |                                                    | J                              | 77 A <u>(1)</u>                                                   | 10,899                                                                                        | I                                                        | 401(k) Plan                       |

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

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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 of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Common Stock                               | (2)                                                    | 01/01/2001                           |                                                    | A                              | 50,000                                                                                  | 12/31/2006(4) 12/31/2006                                 | Common Stock 50,000                                           |
| Common Stock                               | (2)                                                    | 01/01/2002                           |                                                    | A                              | 15,753                                                                                  | 12/31/2006(5) 12/31/2006                                 | Common Stock 15,753                                           |
| Common Stock                               | (2)                                                    | 01/02/2003                           |                                                    | A                              | 24,024                                                                                  | 12/31/2007(6) 12/31/2007                                 | Common Stock 24,024                                           |
| Common Stock                               | (2)                                                    | 01/28/2004                           |                                                    | A                              | 42,000                                                                                  | 12/31/2008(7) 12/31/2008                                 | Common Stock 42,000                                           |
| Common Stock                               | (2)                                                    | 01/01/2005                           |                                                    | A                              | 45,000                                                                                  | 12/31/2009(8) 12/31/2009                                 | Common Stock 45,000                                           |
| Common Stock                               | (2)                                                    | 01/02/2006                           |                                                    | A                              | 48,000                                                                                  | 12/31/2010(9) 12/31/2010                                 | Common Stock 48,000                                           |
| Common Stock                               | \$ 24.59                                               | 01/01/2002                           |                                                    | A                              | 22,358                                                                                  | (10) 12/31/2011                                          | Common Stock 22,358                                           |
| Common Stock                               | \$ 24.815                                              | 01/02/2003                           |                                                    | A                              | 31,608                                                                                  | (10) 12/31/2012                                          | Common Stock 31,608                                           |

## Reporting Owners

| Reporting Owner Name / Address                                                | Relationships |           |                                |       |
|-------------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                               | Director      | 10% Owner | Officer                        | Other |
| THEISEN HENRY J<br>SUITE 2300<br>222 S. 9TH ST.<br>MINNEAPOLIS, MN 55402-4099 |               |           | Executive<br>Vice<br>President |       |

## Signatures

J J Seifert Power of Attorney 01/04/2006

\_\_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) 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 price on the date of conversion.
- (4) Award granted 1/1/2001 under Bemis Stock Award Program exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of December 31, 2006.  
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, 2006, or if certain performance targets are met by the Company on December 31, 2004. Performance targets were met resulting in a payout on February 2, 2005, leaving right to receive 15,753 shares.
- (5) 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, 2007, or if certain performance targets are met by the Company on December 31, 2005.
- (6) 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, 2008, or if certain performance targets are met by the Company on December 31, 2006.
- (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, 2009, or if certain performance targets are met by the Company on December 31, 2007.
- (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, 2010, or if certain performance targets are met by the Company on December 31, 2008.
- (9) Stock Option (right to buy) pursuant to Stock Option Plan exempt under Rule 16b-3: Options presently exercisable.
- (10) Will know price on the date of exercise.
- (11)

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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