

THEISEN HENRY J  
Form 4  
February 03, 2012

**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

2. Issuer Name and Ticker or Trading Symbol  
BEMIS CO INC [BMS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
ONE NEENAH CENTER, 4TH FLOOR, P.O. BOX 669  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/01/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

NEENAH, WI 54957

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount or (D) Price   |   |  |  |
| Common Stock                    | 02/01/2012                           |  | M                              | 19,506 (1)  | A \$ 0 (2)  | 152,832 (3)  | D  |
| Common Stock                    | 02/01/2012                           |  | F                              | 8,618   | D \$ 31.52  | 144,214  | D  |
| Common Stock                    |                                      |  |                                |   |   | 14,542   | I 401(k) Plan                              |
| Common Stock                    |                                      |  |                                |   |   | 17,685   | I By GRAT                                  |
| Common Stock                    |                                      |  |                                |   |   | 17,685   | I By Spouse's GRAT                         |

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|              |       |   |                    |
|--------------|-------|---|--------------------|
| Common Stock | 5,261 | I | By Trust for Child |
| Common Stock | 3,067 | I | By Trust for Child |

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 number.** 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Performance Unit                           | (2)  | 02/01/2012                           |  | M                              | 37,154  | 12/31/2011 <sup>(1)</sup> 12/31/2011                     | Common Stock  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| THEISEN HENRY J<br>ONE NEENAH CENTER, 4TH FLOOR<br>P.O. BOX 669<br>NEENAH, WI 54957 | X             |           | President & CEO |       |

## Signatures

Sheri H. Edison Power of Attorney 02/03/2012

\*\*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 Performance Based Restricted Stock Unit exempt under Rule 16b-3. Settlement of units was made on February 1, 2012 with 19,506 shares vesting and 8,618 shares withheld for taxes, resulting in the delivery of 10,888 shares to the reporting person.

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- (2) Security converts to Common Stock on a one-for-one basis on date of conversion.
- (3) Reflects the transfer of 1,420 shares from the reporting person's GRAT and a transfer of 1,420 shares from the reporting person's spouse's GRAT to the reporting person.

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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