

Rock-Tenn CO  
Form 8-K  
February 05, 2009

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

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**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

Date of Report: (Date of Earliest Event Reported): **January 30, 2009**

**ROCK-TENN COMPANY**  
(Exact name of registrant as specified in its charter)

<b>Georgia</b>	<b>1-12613</b>	<b>62-0342590</b>
(State of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)
<b>504 Thrasher Street, Norcross, Georgia</b>	<b>30071</b>	
(Address of Principal Executive Offices)	(Zip Code)	

Registrant's telephone number, including area code: **(770) 448-2193**

**Not Applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*(e) Material Compensatory Plan, Contract or Arrangement.*

On January 30, 2009, at the annual meeting of shareholders of Rock-Tenn Company (the “Company”), the Company’s shareholders adopted and approved Amendment Number Three to the Rock-Tenn Company 2004 Incentive Stock Plan (“Amendment Number Three”). Amendment Number Three increases by 1,200,000 the number of shares of the Company’s Class A Common Stock, par value \$.01 per share, available for equity awards under the plan, adds to the plan cash bonus incentives as awards that can be granted as alternatives to stock grants or stock unit grants, and adds additional performance goals to the plan that can be used as conditions to performance-based compensation awards granted pursuant to the plan.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ROCK-TENN COMPANY

Date: February 5, 2009 By: /s/ Steven C. Voorhees

Name: Steven C. Voorhees

Title: Executive Vice President, Chief

Financial Officer and Chief

Administrative Officer (Principal

Financial Officer, Principal

Accounting Officer and duly

authorized officer)