

BANTA CORP  
Form 4  
January 31, 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 \*  
RUDOLPH FRANK W

(Last) (First) (Middle)  
225 MAIN STREET, P. O. BOX  
8003  
(Street)

MENASHA, WI 54952-8003

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
BANTA CORP [BN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/29/2006

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)  
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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (D) Price  |   |  |   |
| Common Stock                    | 01/29/2006                           |  | A                              | 1,059 A \$ 0  | 5,302   | D  |   |
| Common Stock                    |                                      |  |                                |   | 1,221.576   | I  | 401(k) Plan   |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option                               | \$ 35.04   |                                      |  |                                |   | 10/28/2002 10/28/2012                                    | Common Stock 14,000   |
| Stock Option                               | \$ 37.8  |                                      |  |                                |   | 10/27/2003 10/27/2013                                    | Common Stock 14,000   |
| Stock Option                               | \$ 43.31   |                                      |  |                                |   | 01/24/2005 01/24/2015                                    | Common Stock 5,700  |
| Stock Option                               | \$ 45.95   |                                      |  |                                |   | 04/26/2004 04/26/2014                                    | Common Stock 5,213  |
| Stock Option <sup>(1)</sup>                | \$ 50.87   | 01/29/2006                           |  | A                              | 5,192   | 01/29/2006 <sup>(2)</sup> 01/29/2006                     | Common Stock 5,192  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                |       |
|--|---------------|-----------|----------------|-------|
|  | Director      | 10% Owner | Officer        | Other |
| RUDOLPH FRANK W<br>225 MAIN STREET<br>P. O. BOX 8003<br>MENASHA, WI 54952-8003 |               |           | Vice President |       |

## Signatures

Ronald D. Kneezel,  
Attorney-in-fact 01/31/2006

\*\*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).
- (2) The option vests as to 33-1/3% of the shares subject thereto on the first anniversary of the grant date, an additional 33-1/3% on the second anniversary of the grant date, and the final 33-1/3% on the third anniversary of the grant date.
- (1) Option Granted to reporting person on January 29, 2006 under the Banta Corporation 2005 Equity Incentive Plan.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.