Edgar Filing: YOUNG JAMES E - Form 4

| YOUNG JAN | MES E | | | | | | | | | |
|--|--|-----------|--|--|--------|----------------------|--|--|---------------------|--|
| Form 4 | | | | | | | | | | |
| January 30, 2 | | | | | | | | | | |
| FORM | 4 UNITED | STATES SI | | | | NGE C | COMMISSION | OMB AF OMB Number: | PROVAL 3235-0287 | |
| Check thi if no long subject to Section 1 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b). | nis box ger o STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF 16. 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 20(h) of the Investment Company Act of 1940 | | | | | | Expires:January 31Expires:200Estimated averageburden hours perresponse0.3 | | | |
| (Print or Type R | Responses) | | | | | | | | | |
| 1. Name and A YOUNG JA | ddress of Reporting MES E | Sy | 2. Issuer Name and mbol ock-Tenn CO [| | Tradiı | ng | 5. Relationship of Issuer | Reporting Pers | | |
| (Mon | | | Date of Earliest T Ionth/Day/Year) 1/27/2006 | ransaction | | | XDirector10% Owner Officer (give titleOther (specify below) below) | | | |
| | | | If Amendment, D led(Month/Day/Yea | ndment, Date Original hth/Day/Year) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person | | | |
| ATLANTA, | GA 30303 | | | | | | Form filed by M Person | lore than One Re | porting | |
| (City) | (State) | (Zip) | Table I - Non-l | Derivative | Secur | ities Acq | uired, Disposed of | , or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | ate, if Transacti Code | 4. Securi or(A) or Di (Instr. 3, | ispose | d of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | |
| Class A Common Stock | 01/27/2006 | | Code V A | Amount 2,000 (1) | | Price \$ 13.95 | (Instr. 3 and 4) 3,000 | D | | |

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Transact Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | Amou Unde Secur | le and int of rlying ities . 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr |
|---|---|---|---|--------------------------------------|---|---------------------|--------------------|-----------------------|---|---|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | | Relationsh | lips | |
|--|----------|------------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| YOUNG JAMES E 75 PIEDMONT AVENUE ATLANTA, GA 30303 | Х | | | |
| Signatures | | | | |

Robert B. McIntosh (attorney-in-fact pursuant to power of attorney previously filed with 01/30/2006 SEC)

**Signature of Reporting Person

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) Stock Grant Shares will vest on the first anniversary

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.

Date