

BANTA CORP
Form 4
April 26, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
BAXTER JAMESON A

(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)
04/24/2006

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Code V Amount (D) Price | 16,375 | D | |

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

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SEC 1474
(9-02)

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. 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 |
| Phantom stock units ⁽¹⁾ | \$ 0 | 04/24/2006 | | A | | 39.48 | | <u>(2)</u> | <u>(2)</u> | Phantom stock units | 39.48 |
| Phantom stock units ⁽⁴⁾ | \$ 0 | 04/25/2006 | | A | | 233.13 | | <u>(2)</u> | <u>(2)</u> | Phantom stock units | 233.13 |
| Phantom stock units ⁽⁵⁾ | \$ 0 | 04/26/2006 | | A | | 225.85 | | <u>(2)</u> | <u>(2)</u> | Phantom stock units | 225.85 |
| Stock Option | \$ 19.1875 | | | | | | | 10/26/2000 | 04/26/2010 | Common Stock | 1,500 |
| Stock Option | \$ 21.375 | | | | | | | 10/28/1999 | 04/27/2009 | Common Stock | 1,500 |
| Stock Option | \$ 26 | | | | | | | 04/25/2001 | 04/25/2011 | Common Stock | 3,000 |
| Stock Option | \$ 30.92 | | | | | | | 10/30/2003 | 04/30/2013 | Common Stock | 3,000 |
| Stock Option | \$ 31.375 | | | | | | | 10/29/1998 | 04/28/2008 | Common Stock | 1,500 |
| Stock Option | \$ 36.71 | | | | | | | 04/24/2002 | 04/24/2012 | Common Stock | 3,000 |
| Stock Option | \$ 39.62 | | | | | | | 10/27/2005 | 04/27/2015 | Common Stock | 3,000 |
| Stock Option | \$ 45.79 | | | | | | | 10/28/2004 | 04/28/2014 | Common Stock | 3,000 |
| Stock Option ⁽⁶⁾ | \$ 50.83 | 04/26/2006 | | A | | 3,000 | | 10/26/2006 | 04/26/2016 | Common Stock | 3,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | | X |

BAXTER JAMESON A
225 MAIN STREET
P. O. BOX 8003
MENASHA, WI 54952-8003

Signatures

Ronald D. Kneezel,
attorney-in-fact

04/26/2006

__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 units will be settled in cash following the reporting person's conclusion of service as a director.
- (1) Payment of deferred meeting fees at a price of \$50.65 per share.
- (3) This security converts on a one-for-one basis.
- (5) Award of phantom stock in partial payment of director compensation.
- (4) Payment of deferred board retainer, deferred chairperson retainer and meeting fees at a price of \$50.40 per share.
- (6) Option granted to reporting person on April 26, 2006 under the Banta Corporation 2005 Equity Incentive Plan.

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.