

STONE ROGER W  
Form 4  
December 04, 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 \*  
STONE ROGER W

2. Issuer Name and Ticker or Trading Symbol  
KAPSTONE PAPER & PACKAGING CORP [KS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1101 SKOKIE BLVD, SUITE 300  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/30/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman and CEO

NORTHBROOK, IL 60062

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/30/2012		M		167,671 A \$ 6.9	3,426,150 <sup>(1)</sup>	D
Common Stock	11/30/2012		F		100,562 D \$ 21.875	3,325,588 <sup>(1)</sup>	D
Common Stock	11/30/2012		M		159,650 A \$ 6.76	3,485,238 <sup>(1)</sup>	D
Common Stock	11/30/2012		F		95,121 D \$ 21.87	3,390,117 <sup>(1)</sup>	D
Common Stock	11/30/2012		M		167,671 A \$ 3.7	3,557,778 <sup>(1)</sup>	D

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Common Stock	11/30/2012	F	86,221	D	\$ 21.875	3,471,567 <sup>(1)</sup>	D
Common Stock	11/30/2012	M	46,096	A	\$ 11.36	3,517,663 <sup>(1)</sup>	D
Common Stock	11/30/2012	F	33,142	D	\$ 21.875	3,484,521 <sup>(1)</sup>	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.**

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(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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Options (Right to Buy)	\$ 6.9	11/30/2012		M	167,671	04/10/2010 04/10/2018	Common Stock	167,671	
Stock Options (Right to Buy)	\$ 6.76	11/30/2012		M	159,650	04/05/2009 04/05/2014	Common Stock	159,650	
Stock Options (Right to Buy)	\$ 3.7	11/30/2012		M	167,671	05/13/2011 05/13/2019	Common Stock	167,671	
Stock Options (Right to Buy)	\$ 11.36	11/30/2012		M	46,096	05/27/2012 05/27/2020	Common Stock	46,096	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STONE ROGER W  
1101 SKOKIE BLVD  
SUITE 300  
NORTHBROOK, IL 60062

X

Chairman and CEO

## Signatures

Andrea K. Tarbox by Power of  
Attorney

12/04/2012

\_\_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) Includes 1,573,400 shares of common stock held by the Roger and Susan Stone Family Foundation and 66,253 shares of common stock held by the Roger W. Stone 2009 GRAT dated June 3, 2009.

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.