

STONE ROGER W
Form 4/A
December 20, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)
12/04/2012

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 ⁽²⁾ | D |
| Common Stock | 11/30/2012 | | F | | 100,562 D \$ 21.875 | 3,325,588 ⁽²⁾ | D |
| Common Stock | 11/30/2012 | | M | | 159,650 A \$ 6.76 | 3,485,238 ⁽²⁾ | D |
| Common Stock | 11/30/2012 | | F | | 95,173 ⁽¹⁾ D \$ 21.87 | 3,390,065 ⁽²⁾ | D |
| Common Stock | 11/30/2012 | | M | | 167,671 A \$ 3.7 | 3,557,736 ⁽²⁾ | D |

Edgar Filing: STONE ROGER W - Form 4/A

| | | | | | | | |
|--------------|------------|---|--------|---|-----------|--------------------------|---|
| Common Stock | 11/30/2012 | F | 86,221 | D | \$ 21.875 | 3,471,515 ⁽²⁾ | D |
| Common Stock | 11/30/2012 | M | 46,096 | A | \$ 11.36 | 3,517,611 ⁽²⁾ | D |
| Common Stock | 11/30/2012 | F | 33,142 | D | \$ 21.875 | 3,484,469 ⁽²⁾ | 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.

SEC 1474
(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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|--|--|--|-----------------|---|----------------------------|
| | | | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to Buy) | \$ 6.9 | 11/30/2012 | | M | 167,671 | | 05/13/2011 | 05/13/2019 | 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

12/20/2012

__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) This Form 4A is to correct the number of shares disposed of by the Reporting Person on December 4, 2012. The incorrect number of 95,121 was reported on the Form 4 filed December 4, 2012.
 - (2) 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.