

THEISEN HENRY J
Form 4
February 03, 2012

FORM 4

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

OMB APPROVAL

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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 *
THEISEN HENRY J

(Last) (First) (Middle)
ONE NEENAH CENTER, 4TH FLOOR, P.O. BOX 669
(Street)

NEENAH, WI 54957

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BEMIS CO INC [BMS]

3. Date of Earliest Transaction (Month/Day/Year)
02/01/2012

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)
President & CEO

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 Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	02/01/2012		M		19,506 (1) A \$ 0 (2)	152,832 (3)	D
Common Stock	02/01/2012		F		8,618 D \$ 31.52	144,214	D
Common Stock						14,542	I 401(k) Plan
Common Stock						17,685	I By GRAT
Common Stock						17,685	I By Spouse's GRAT

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Common Stock	5,261	I	By Trust for Child
Common Stock	3,067	I	By Trust for Child

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 Security (Instr. 3 and 4)
Performance Unit	(2)	02/01/2012		M	37,154	12/31/2011 ⁽¹⁾ 12/31/2011	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THEISEN HENRY J ONE NEENAH CENTER, 4TH FLOOR P.O. BOX 669 NEENAH, WI 54957	X		President & CEO	

Signatures

Sheri H. Edison Power of Attorney 02/03/2012

**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) Settlement of Performance Based Restricted Stock Unit exempt under Rule 16b-3. Settlement of units was made on February 1, 2012 with 19,506 shares vesting and 8,618 shares withheld for taxes, resulting in the delivery of 10,888 shares to the reporting person.

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- (2) Security converts to Common Stock on a one-for-one basis on date of conversion.
- (3) Reflects the transfer of 1,420 shares from the reporting person's GRAT and a transfer of 1,420 shares from the reporting person's spouse's GRAT to the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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