

BEMIS CO INC  
Form 4  
February 10, 2017

**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 \*  
Austen William F.

(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)  
02/08/2017

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                    | 02/08/2017                           |  | M                              |   | 36,543 (1) A \$ 0 (2)   | 226,856  | D  |
| Common Stock                    | 02/08/2017                           |  | F                              |   | 18,152 D \$ 48.69   | 208,704  | D  |
| Common Stock                    |                                      |  |                                |   |   | 15,000   | I By Spouse's GRAT                         |
| Common Stock                    |                                      |  |                                |   |   | 14,306   | I By Trust for Children                    |
|                                 |                                      |  |                                |   |   | 15,000   | I By GRAT                                  |

Common  
Stock

Common  
Stock

3,404

I

401(k)  
Plan

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

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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 Security (Instr. 3 and 4) |              |             |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title        | An or Nu of |
| Performance Unit                           | \$ 0 <sup>(2)</sup>                                    | 02/08/2017                           |  | M                              | 18,443  | 12/31/2016 <sup>(1)</sup>                                | 12/31/2016  | Common Stock | 18          |
| Performance Unit                           | \$ 0 <sup>(2)</sup>                                    | 02/08/2017                           |  | M                              | 20,145  | 12/31/2016 <sup>(1)</sup>                                | 12/31/2016  | Common Stock | 20          |

### Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Austen William F.  
ONE NEENAH CENTER, 4TH FLOOR  
P.O. BOX 669  
NEENAH, WI 54957

X

President & CEO

### Signatures

Sheri H. Edison Power of Attorney

02/10/2017

                    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 Units exempt under Rule 16b-3. Settlement of units was made on February 8, 2017 with 18,152 shares withheld for taxes, resulting in the delivery of 18,391 shares to Reporting Person.
- (2) Each unit represents a right to receive one share of Bemis Common Stock upon vesting.

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.