

Hawthorne Robert F
Form 4
January 15, 2009

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 *
Hawthorne Robert 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)
01/13/2009

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)
Vice President

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | | | | | 930 | D | |
| Common Stock | 12/31/2007 | | J | 49 A 6,432 | | I (1) | 401(k) Plan |
| Common Stock | 03/31/2008 | | J | 147 A 6,579 | | I (1) | 401(k) Plan |
| Common Stock | 06/30/2008 | | J | 138 A 6,717 | | I (1) | 401(k) Plan |
| Common Stock | 09/30/2008 | | J | 102 A 6,819 | | I (1) | 401(k) Plan |

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Common Stock 12/31/2008 J 59 A (1) 6,878 I (1) 401(k) Plan

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)

| 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) | Amount of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|-----------|--|-----------------|---|------------------|
| | | | | | V | (A) (D) | Date Exercisable | Expiration Date | | |
| Common Stock | <u>(2)</u> | 01/01/2004 | | A | | 24,000 | 12/31/2009 ⁽⁴⁾ | 12/31/2009 | Common Stock | 2 |
| Common Stock | <u>(2)</u> | 01/01/2007 | | A | | 20,000 | 12/31/2012 ⁽⁵⁾ | 12/31/2012 | Common Stock | 2 |
| Common Stock | <u>(2)</u> | 01/02/2008 | | A | | 14,000 | 12/31/2012 ⁽⁶⁾ | 12/31/2012 | Common Stock | 1 |
| Common Stock | <u>(2)</u> | 01/13/2009 | | A | | 6,029 | 12/31/2011 ⁽⁷⁾ | 12/31/2011 | Common Stock | |
| Common Stock | <u>(2)</u> | 01/13/2009 | | A | | 7,195 | 12/31/2013 ⁽⁸⁾ | 12/31/2013 | Common Stock | |
| Phantom Stock | <u>(9)</u> | 12/31/1998 | | A | | 1,641.304 | <u>(10)</u> | <u>(10)</u> | Phantom Stock | 1, |
| Phantom Stock | <u>(9)</u> | 12/31/1999 | | A | | 42.848 | <u>(10)</u> | <u>(10)</u> | Phantom Stock | 4 |
| Phantom Stock | <u>(9)</u> | 12/31/2000 | | A | | 51.935 | <u>(10)</u> | <u>(10)</u> | Phantom Stock | 5 |
| Phantom Stock | <u>(9)</u> | 12/31/2001 | | A | | 2,901.872 | <u>(10)</u> | <u>(10)</u> | Phantom Stock | 2, |
| Phantom Stock | <u>(9)</u> | 12/31/2002 | | A | | 94.029 | <u>(10)</u> | <u>(10)</u> | Phantom Stock | 9 |
| Phantom Stock | <u>(9)</u> | 12/31/2003 | | A | | 119.108 | <u>(10)</u> | <u>(10)</u> | Phantom Stock | 1 |
| Phantom Stock | <u>(9)</u> | 12/31/2004 | | A | | 5,084.253 | <u>(10)</u> | <u>(10)</u> | Phantom Stock | 5, |

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| | | | | | | | | |
|---------------|-----|------------|---|---------|------|------|---------------|---|
| Phantom Stock | (9) | 12/31/2005 | A | 258.887 | (10) | (10) | Phantom Stock | 2 |
| Phantom Stock | (9) | 12/31/2006 | A | 245.337 | (10) | (10) | Phantom Stock | 2 |
| Phantom Stock | (9) | 12/31/2007 | A | 288.899 | (10) | (10) | Phantom Stock | 2 |
| Phantom Stock | (9) | 12/31/2008 | A | 369.21 | (10) | (10) | Phantom Stock | 3 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hawthorne Robert F ONE NEENAH CENTER, 4TH FLOOR P.O. BOX 669 NEENAH, WI 54957 | | | Vice President | |

Signatures

J J Seifert Power of Attorney
01/15/2009

**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) No price necessary for Edgar - Company 401(k) Plan.
- (2) Security converts to Common Stock on a one-for-one basis on date of conversion.
- (3) Will know price on the date of conversion.
- (4) Award granted 1/1/2004 under Bemis Stock Award Program exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of December 31, 2009.
- (5) Award granted 1/1/2007 under Bemis Stock Award Program exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of December 31, 2012.
- (6) Award under Bemis Time Accelerated Restricted Stock Appreciation Program (TARSAP) exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of December 31, 2012.
- (7) Award under Bemis Performance Based Restricted Stock Award Program exempt under Rule 16b-3: Grant to Reporting Person of right to receive Performance Stock Units as of December 31, 2011, if certain performance targets are met by the Company.
- (8) Award under Bemis Restricted Stock Award Program exempt under Rule 16b-3: Grant to Reporting Person of right to receive Restricted Stock Units as of December 31, 2013.
- (9) Phantom Stock units convert to one share of Common Stock. On date of payout, distribution is made in cash equivalent to value of Phantom Stock units.
- (10) In a single lump sum distribution in January following termination of service.
- (11) Acquired at various dates from January 1, 1998 to December 31, 1998 at prices ranging from \$37.3125 to \$45.4375.
- (12) Acquired at various dates from January 1, 1999 to December 31, 1999 at prices ranging from \$31.50 to \$39.50.

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- (13) Acquired at various dates from January 1, 2000 to December 31, 2000 at prices ranging from \$29.00 to \$34.25.
- (14) Acquired at various dates from January 1, 2001 to December 31, 2001 at prices ranging from \$33.29 to \$49.99.
- (15) Acquired at various dates from January 1, 2002 to December 31, 2002 at prices ranging from \$48.26 to \$56.78.
- (16) Acquired at various dates from January 1, 2003 to December 31, 2003 at prices ranging from \$11.109 to \$12.32.
- (17) Acquired at various dates from January 1, 2004 to December 31, 2004 at prices ranging from \$25.81 to \$27.85.
- (18) Acquired at various dates from January 1, 2005 to December 31, 2005 at prices ranging from \$26.02 to \$30.36.
- (19) Acquired at various dates from January 1, 2006 to December 31, 2006 at prices ranging from \$30.01 to \$34.08.
- (20) Acquired at various dates from January 1, 2007 to December 31, 2007 at prices ranging from \$26.87 to \$33.78.
- (21) Acquired at various dates from January 1, 2008 to December 31, 2008 at prices ranging from \$24.46 to \$28.50.
- (22) For ALL Phantom Stock (combined) - quarterly dividends increase the amount in Column 5(a) to this total number of derivative securities as of the date of this filing.

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.