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SOULELES THOMAS S

Form 3

February 05, 2013

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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

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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 *

4600

À SOULELES THOMAS S

(Last)

(First)

C/O MADISON DEARBORN

PARTNERS, LLC, 70 W. MADISON STREET, SUITE

(Middle)

Statement

(Month/Day/Year)

02/05/2013

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

BOISE CASCADE Co [BCC]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

(Check all applicable)

X 10% Owner _X_ Director Officer Other

(give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

CHICAGO, ILÂ 60602

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

Ownership Form:

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Direct (D) or Indirect

(Instr. 5)

Ι See Footnotes (1) (2) (3)Common Stock, par value \$0.01 29,700,000

Reminder: Report on a separate line for each class of securities beneficially

SEC 1473 (7-02)

owned directly or indirectly.

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currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security**

Conversion or Exercise

6. Nature of Indirect Ownership Beneficial Ownership

Form of (Instr. 5)

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(Instr. 4) Price of Derivative Derivative Security: Date **Expiration Title** Amount or Security Direct (D) Exercisable Number of or Indirect Shares (I) (Instr. 5)

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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

SOULELES THOMAS S C/O MADISON DEARBORN PARTNERS, LLC Â X Â X Â

70 W. MADISON STREET, SUITE 4600 CHICAGO, ILÂ 60602

Signatures

/s/ John T. Sahlberg, Attorney-in-Fact 02/05/2013

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).

Boise Cascade Holdings, L.L.C. ("BC Holdings") is the record owner of the 29,700,000 shares set forth herein. Forest Products Holdings, L.L.C. ("FPH") holds a majority of the voting common units of BC Holdings and has the right to appoint a majority of the members of

- (1) the board of directors of BC Holdings. Madison Dearborn Capital Partners IV, L.P. ("MDCP IV") is the controlling equityholder of FPH. Madison Dearborn Partners IV, L.P. ("MDP IV") is the general partner of MDCP IV. Madison Dearborn Partners, LLC ("MDP") is the general partner of MDP IV.
- Thomas S. Souleles is a managing director of MDP. Mr. Souleles may be deemed to share beneficial ownership of the shares of Boise

 Cascade Company's common stock held of record by BC Holdings and has an indirect pecuniary interest in such shares through his investment in MDP IV. Mr. Souleles expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.
- (3) The record and other beneficial owners of the reported securities have separately filed Form 3's.

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Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

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.

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