

BEMIS CO INC  
Form 4  
March 02, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 \*  
**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)  
**02/27/2009**

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)  
**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 Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	02/27/2009		G	V 5,005 D \$ 18.57	82,219	D	
Common Stock	02/27/2009		G	V 1,292 A \$ 18.57	5,261	I (1)	Children
Common Stock	02/27/2009		G	V 1,292 A \$ 18.57	3,067	I (2)	Children
Common Stock					12,510	I (3)	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 or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock	(4)	01/01/2005		A	45,000	12/31/2009 <sup>(6)</sup>	12/31/2009	Common Stock	45,000
Common Stock	(4)	01/02/2006		A	48,000	12/31/2010 <sup>(7)</sup>	12/31/2010	Common Stock	48,000
Common Stock	(4)	01/03/2007		A	49,000	12/31/2011 <sup>(8)</sup>	12/31/2011	Common Stock	49,000
Common Stock	(4)	01/02/2008		A	51,000	12/31/2012 <sup>(9)</sup>	12/31/2012	Common Stock	51,000
Common Stock	(4)	02/08/2008		A	15,000	01/01/2013 <sup>(10)</sup>	01/01/2013	Common Stock	15,000
Common Stock	(4)	01/13/2009		A	37,154	12/31/2011 <sup>(11)</sup>	12/31/2011	Common Stock	37,154
Common Stock	(4)	01/13/2009		A	44,336	12/31/2013 <sup>(12)</sup>	12/31/2013	Common Stock	44,336
Common Stock	\$ 24.59	01/01/2002		A	22,358	<sup>(13)</sup>	12/31/2011	Common Stock	22,358
Common Stock	\$ 24.815	01/02/2003		A	31,608	<sup>(13)</sup>	12/31/2012	Common Stock	31,608

## Reporting Owners

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

NEENAH, WI 54957

## Signatures

J J Seifert Power of  
Attorney

03/02/2009

\_\_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) Reporting Person is Trustee of shares held in Trust for Dependent Child #1.
- (2) Reporting Person is Trustee of shares held in Trust for Dependent Child #2.
- (3) No price necessary for Edgar Filing - Company 401(k) Plan.
- (4) Security converts to Common Stock on a one-for-one basis on date of conversion.
- (5) Will know price on the date of conversion.
- (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, 2009.
- (7) 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, 2010.
- (8) 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, 2011.
- (9) 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.
- (10) 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 January 1, 2013.
- (11) 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.
- (12) 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.
- (13) Stock Option (right to buy) pursuant to Stock Option Plan exempt under Rule 16b-3: Options presently exercisable. Will know price on the date of exercise.
- (14) Will know price on the date of exercise.

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.