

COTTERELL SAMUEL K  
 Form 4  
 March 03, 2010

**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 \*  
 COTTERELL SAMUEL K

(Last) (First) (Middle)

BOISE INC., 1111 W. JEFFERSON ST., SUITE 200

(Street)

BOISE, ID 83702-5388

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 BOISE INC. [BZ]

3. Date of Earliest Transaction (Month/Day/Year)  
 03/01/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 \_\_\_X\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

Vice President & Controller

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

\_\_\_X\_\_\_ 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 Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|                                 |                                      |  |                                | (A) or (D)  | Amount  |  |                                   |   |
|                                 |                                      |  | Code                           | V   | Amount  |  |                                   |   |
| Common Stock                    | 03/01/2010                           |  | M                              |   | 5,433   | A  | \$ 0 10,866                       | D |
| Common Stock                    | 03/01/2010                           |  | F                              |   | 1,861<br>(1)  | D  | \$ 4.98 9,005                     | D |

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

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SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| 2008 Restricted Stock Units                | (2)  |                                      |  |                                |   | (3) 02/28/2011   | 02/28/2011  | Common Stock | 14,800                     |
| 2008 Restricted Stock Units                | (2)  |                                      |  |                                |   | (4) 02/28/2011   | 02/28/2011  | Common Stock | 23,900                     |
| 2008 Restricted Stock Units                | (2)  | 03/01/2010                           |  | M                              | 5,433   | (5) 02/28/2011   | 02/28/2011  | Common Stock | 5,433                      |
| 2009 Restricted Stock Units                | (2)  |                                      |  |                                |   | (6) 03/15/2012   | 03/15/2012  | Common Stock | 100,000                    |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| COTTERELL SAMUEL K<br>BOISE INC.<br>1111 W. JEFFERSON ST., SUITE 200<br>BOISE, ID 83702-5388 |               |           | Vice President & Controller |       |

## Signatures

/s/ Samuel K.  
Cotterell

03/03/2010

\*\*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).

On May 2, 2008, Mr. Cotterell was awarded 55,000 restricted stock units under the Boise Inc. Incentive and Performance Plan, which was reported on Mr. Cotterell's Form 4 filed with the SEC on May 6, 2008. A portion of this 2008 award vests with the passage of time (service-condition vesting restricted stock units) and the remaining portion vests only if the company achieves specific performance

(1) hurdles (market-condition vesting restricted stock units). The first 1/3 of Mr. Cotterell's service-condition vesting restricted stock units vested in full on March 2, 2009, which was reported on Mr. Cotterell's Form 4 filed with the SEC on March 4, 2009. Mr. Cotterell paid the withholding tax on those shares. The second 1/3 of Mr. Cotterell's service-condition vesting restricted stock units vested in full on March 1, 2010, and Mr. Cotterell elected to have shares withheld to satisfy his tax withholding obligation.

(2) Each restricted stock unit represents a contingent right to receive one share of Boise Inc. common stock.

(3) These restricted stock units vest upon Boise Inc.'s common stock achieving a market price of \$10.00 per share.

(4) These restricted stock units vest upon Boise Inc.'s common stock achieving a market price of \$12.50 per share.

The first 1/3 of Mr. Cotterell's service-condition vesting restricted stock units vested on March 2, 2009, the second 1/3 vested on March 1,

(5) 2010, and the remaining 1/3 will vest on February 28, 2011. Pursuant to Mr. Cotterell's Restricted Stock Unit Award Agreement, the company pays cash for the fractional shares.

(6) These service-condition vesting restricted stock units vest as follows: 20% will vest on March 15, 2010; 20% will vest on March 15, 2011; and 60% will vest on March 15, 2012.

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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