

BEMIS CO INC

Form 4

December 17, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)
12/16/2008

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) below)

Vice President

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 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)
Common Stock	12/16/2008		G	V 1,836 D (A) or (D)	\$ 26.12	46,064	D
Common Stock	12/16/2008		G	V 1,836 A	\$ 26.12	6,370	I (2) Children's Trust
Common Stock	12/31/2007		J	9 A	11	1,130	I 401(k) Plan
Common Stock	03/31/2008		J	127 A	11	1,257	I 401(k) Plan
Common Stock	06/30/2008		J	116 A	11	1,373	I 401(k) Plan

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Common Stock 09/30/2008 J 40 A (1) 1,413 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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock	(3)	01/01/2004		A		40,000		12/31/2009(5)	12/31/2009	Common Stock	40,000
Common Stock	(3)	01/01/2005		A		27,000		12/31/2009(6)	12/31/2009	Common Stock	27,000
Common Stock	(3)	01/02/2006		A		29,000		12/31/2010(7)	12/31/2010	Common Stock	29,000
Common Stock	(3)	01/03/2007		A		26,000		12/31/2011(8)	12/31/2011	Common Stock	26,000
Common Stock	(3)	01/02/2008		A		27,000		12/31/2012(9)	12/31/2012	Common Stock	27,000

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

Vice President

Signatures

J J Seifert Power of
Attorney

12/17/2008

__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 Filing - Company 401(k) Plan.
- (2) Reporting Person is Trustee of Revocable Trust Accounts for two Children.
- (3) Security converts to Common Stock on a one-for-one basis on date of conversion.
- (4) Will know the price on the date of conversion.
- (5) Award granted 1/01/2004 under Bemis Stock Award Program exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of December 31, 2009.

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, or if certain performance targets are met by the Company on December 31, 2007.
- (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, 2010, or if certain performance targets are met by the Company on December 31, 2008.
- (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, 2011, or if certain performance targets are met by the Company on December 31, 2009.
- (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, 2012, or if certain performance targets are met by the Company on December 31, 2010.
- (9)

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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