

THEISEN HENRY J

Form 4

January 14, 2009

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 *
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)
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
__X__ Officer (give title below) ____ Other (specify
below) below)

President & CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	87,224	D	
Common Stock				Code V Amount (D) Price	12,510	I (3)	401(k) Plan
Common Stock					3,969	I (1)	Children
Common Stock					1,775	I (2)	Children

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 Security (Instr. 3 and 4)			
				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(6)	12/31/2009	Common Stock	45,000
Common Stock	(4)	01/02/2006		A		48,000		12/31/2010(7)	12/31/2010	Common Stock	48,000
Common Stock	(4)	01/03/2007		A		49,000		12/31/2011(8)	12/31/2011	Common Stock	49,000
Common Stock	(4)	01/02/2008		A		51,000		12/31/2012(9)	12/31/2012	Common Stock	51,000
Common Stock	(4)	02/08/2008		A		15,000		01/01/2013(10)	01/01/2013	Common Stock	15,000
Common Stock	(4)	01/13/2009		A		37,154		12/31/2011(11)	12/31/2011	Common Stock	37,154
Common Stock	(4)	01/13/2009		A		44,336		12/31/2013(12)	12/31/2013	Common Stock	44,336
Common Stock	\$ 24.59	01/01/2002		A		22,358		(13)	12/31/2011	Common Stock	22,358
Common Stock	\$ 24.815	01/02/2003		A		31,608		(13)	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	President & CEO

NEENAH, WI 54957

Signatures

J J Seifert Power of
Attorney

01/14/2009

__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.

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