BEMIS CO INC
Form DEF 14A
March 22, 2011

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ý

Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement

o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

ý Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material under §240.14a-12

Bemis Company, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

ý No fee required.

o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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o Fee paid previously with preliminary materials.

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

BEMIS COMPANY, INC.

One Neenah Center, 4th Floor
Neenah, WI 54956
Telephone: (920) 727-4100

March 22, 2011

Dear Shareholders:

This year we are holding the Annual Meeting of Bemis Company, Inc. in the Doty Ballroom of the Holiday Inn Neenah Riverwalk, 123 East Wisconsin Avenue, Neenah, Wisconsin. The meeting will be held on Thursday, May 5, 2011, at 9:00 a.m., Central Daylight Time. You are cordially invited to attend. We will report on Bemis Company's results for 2010 and provide comments on the upcoming year. You will also have ample opportunity both before and after the meeting to meet and talk informally with our Directors and Officers. We hope you are able to attend.

Please take the time to vote your proxy. If you hold shares in a brokerage account, your broker will not be able to vote your shares on most matters unless you provide voting instructions to your broker. You should vote your shares by following the instructions provided on the voting instruction card that you receive from your broker.

If you plan to attend the meeting, please let us know. See the Admission Policy on the next page for instructions on admission to the meeting.

On behalf of the Board of Directors and all Bemis Company employees, thank you for your continued support of, and confidence in, the Bemis Company.

Sincerely,

Henry J. Theisen
President and Chief Executive Officer

ADMISSION POLICY

All shareholders as of the record date, or their duly appointed proxies, may attend the Annual Meeting of Shareholders on May 5, 2011. To be admitted to the meeting, **you must request an admission ticket**. You may request an admission ticket:

by calling 920-727-4100;

by e-mailing *contactbemis@bemis.com*; or

by mailing a request to Bemis Company, Inc. at One Neenah Center, 4th Floor, P.O. Box 669, Neenah, Wisconsin 54957-0669, Attention: Corporate Secretary.

Seating is limited. Tickets will be issued on a first-come, first-serve basis. **You may pick up your ticket at the registration table prior to the meeting. Please be prepared to show your photo identification.** Please note that if you hold shares in "street name" (that is, through a bank, broker or other nominee), **you will also need to bring a copy of a statement reflecting your share ownership as of the record date.** If you attend as a representative of an entity that owns shares of record, you will need to bring proper identification indicating your authority to represent that entity.

BEMIS COMPANY, INC.

Notice of Annual Meeting of Shareholders
TO BE HELD MAY 5, 2011

We will hold the Annual Meeting of Shareholders of Bemis Company, Inc. in the Doty Ballroom of the Holiday Inn Neenah Riverwalk, 123 East Wisconsin Avenue, Neenah, Wisconsin, on Thursday, May 5, 2011, at 9:00 a.m., Central Daylight Time, for the following purposes:

1. To elect five Directors for a term of three years;
2. To cast an advisory vote on the Company's executive compensation ("Say-on-Pay Vote");
3. To cast an advisory vote on the frequency of casting an advisory vote on executive compensation ("Frequency Vote");
4. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm; and
5. To transact such other business as may properly come before the meeting.

Only shareholders of record at the close of business on March 7, 2011, will be entitled to receive notice of and to vote at the meeting.

By Order of the Board of Directors

Sheri H. Edison,
Vice President, Secretary and General Counsel

March 22, 2011

PLEASE EXECUTE YOUR PROXY PROMPTLY

BEMIS COMPANY, INC.
One Neenah Center, 4th Floor
Neenah, Wisconsin 54956

PROXY STATEMENT
ANNUAL MEETING OF SHAREHOLDERS
MAY 5, 2011

SOLICITATION, EXECUTION AND REVOCATION OF PROXIES

Why am I receiving these proxy materials?

The Board of Directors of Bemis Company, Inc. (the "Company") is soliciting your proxy in connection with the Annual Meeting of Shareholders to be held on Thursday, May 5, 2011. This proxy statement and the form of proxy or, in some cases, a Notice of Internet Availability, are being mailed to shareholders commencing on or about March 22, 2011.

Why did I receive a Notice of Internet Availability of Proxy Materials?

Under the rules of the Securities and Exchange Commission, we are furnishing proxy materials to certain of our shareholders on the Internet, rather than mailing printed copies to those shareholders. If you received a Notice of Internet Availability of Proxy Materials (the "Notice of Internet Availability") by mail, you will not receive a printed copy of the proxy materials unless you request one as instructed in that notice. Instead, the Notice of Internet Availability will instruct you as to how you may access and review the proxy materials on the Internet. If you received a Notice of Internet Availability by mail and would like to receive a printed copy of our proxy materials, please follow the instructions included in the Notice of Internet Availability.

How will my shares be voted by proxy?

The proxies will vote the shares represented by all properly executed proxies that we receive prior to the meeting and not revoked in accordance with your instructions. Unless otherwise specified in the proxy, a Company proxy will vote your shares:

"FOR" the five Director-nominees set forth herein;

"FOR" the approval of the compensation of our named executive officers;

"FOR" the option of once every three years as the frequency with which shareholders are provided an advisory vote on executive compensation; and

"FOR" the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm.

May I revoke my proxy?

You may revoke your proxy at any time before it is voted by giving written notice of revocation to the Secretary of the Company.

How can I vote my shares?

You may vote by Internet, by telephone or by mail at any time prior to the meeting, or you may vote in person at the meeting, as follows:

Vote by Internet at www.proxyvote.com. Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on May 4, 2011. Have your proxy card or Notice of Internet Availability in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form. For your information, voting via the Internet is the least expensive to us, and the most environmentally friendly, followed by telephone voting, with voting by mail being the most expensive. Also, you may help to save us the expense of a second mailing if you vote promptly.

Vote by Phone. Use any touchtone telephone to call 1-800-690-6903 to transmit your voting instructions up until 11:59 P.M. Eastern Time on May 4, 2011. Have your proxy card in hand when you call and then follow the instructions. If you received a Notice of Internet Availability, you may request a proxy card by following the instructions in the notice.

Vote by Mail. Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Bemis Company, Inc., c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. If you received a Notice of Internet Availability, you may request a proxy card by following the instructions in the notice.

Vote at the Meeting. You may vote your shares at the meeting. You will be admitted to the meeting only if you have a ticket. See the Admission Policy in this proxy statement for instructions on obtaining a ticket.

If your shares are held in an account at a brokerage firm, bank or similar organization, you will receive voting instructions from the organization holding your account and you must follow those instructions to vote your shares.

Who will conduct and pay for the cost of this proxy solicitation?

We will bear all costs of soliciting proxies, including reimbursement of banks, brokerage firms, custodians, nominees and fiduciaries for reasonable expenses they incur. Proxies may be solicited personally, by mail, by telephone, by fax, or by internet by our Directors, Officers or other regular employees without remuneration other than regular compensation.

Who is entitled to vote at the meeting?

Only shareholders of record at the close of business on March 7, 2011, will be entitled to vote at the meeting. As of that date, we had outstanding 106,818,183 shares of Common Stock. Each share entitles the shareholder of record to one vote. Cumulative voting is not permitted. See the Admission Policy in this proxy statement for instructions on obtaining a ticket to attend the meeting.

How many votes are required to approve each proposal?

The affirmative vote of the holders of a majority of the outstanding shares of Common Stock present in person or represented by proxy at the meeting and entitled to vote is required to elect Directors and approve the ratification of PricewaterhouseCoopers as our independent registered public accounting firm. The Say-on-Pay Vote is advisory and non-binding, but we will consider shareholders to have approved the compensation of our named executive officers if the number of votes cast "For" the proposal exceed the number of votes cast "Against" the proposal. The Frequency Vote is also advisory and non-binding, and we will consider shareholders to have selected the frequency option that receives the highest number of votes cast.

How are votes counted?

Abstentions will be treated as shares that are present and entitled to vote, as will an election to withhold authority to vote for Directors. Accordingly, abstentions and elections to withhold authority will have the effect of a vote "against" the particular matter, except in the case of the Say-on-Pay Vote and Frequency Vote for which an abstention will have no effect. If a broker indicates on the proxy card that it does not have discretionary authority to vote certain shares on a particular matter, it is referred to as a "broker non-vote." Broker non-votes will be treated as shares that are present and entitled to vote for purposes of determining the presence of a quorum, but will not be considered as voted for the purpose of determining the approval of the particular matter.

If I own or hold shares in a brokerage account, can my broker vote my shares for me?

The election of directors, the Say-on-Pay Vote and the Frequency Vote are matters on which brokers do not have discretionary authority to vote. Thus, if your shares are held in a brokerage account and you do not provide instructions as to how your shares are to be voted on these proposals, your broker or other nominee will not be able to vote your shares on these matters. Accordingly, we urge you to provide instructions to your broker or nominee so that your votes may be counted. You should vote your shares by following the instructions provided on the voting instruction card that you receive from your broker.

What is the address for the company's principal executive office?

The mailing address of our principal executive offices is One Neenah Center, 4th Floor, P.O. Box 669, Neenah, Wisconsin 54957-0669.

OWNERSHIP OF THE COMPANY'S SECURITIES

Security Ownership of Certain Beneficial Owners

The only persons known to us to beneficially own, as of March 7, 2011, more than 5 percent of our outstanding Common Stock are set forth in the following table.

Beneficial Owner	Number of Shares Beneficially Owned	Percent of Outstanding Shares
State Street Corporation One Lincoln Street Boston, MA 02111	6,640,299(1)	6.1%
The Vanguard Group, Inc. 100 Vanguard Blvd. Malvern, PA 19355	5,699,707(2)	5.3%

(1) Based on information contained in a Schedule 13G filed by such beneficial owner with the Securities and Exchange Commission on February 11, 2011. State Street has shared voting and dispositive power over all 6,640,299 shares.

(2) Based on information contained in a Schedule 13G filed by such beneficial owner with the Securities and Exchange Commission on February 10, 2011. Vanguard has sole voting power over 136,410 shares, shared voting power over 0 shares, sole dispositive power over 5,563,297 shares, and shared dispositive power over 136,410 shares.

Security Ownership of Directors and Executive Officers

The following table lists the beneficial ownership of our Common Stock as of March 7, 2011, by each Director, each nominee for Director, each of our Executive Officers named in the Summary Compensation Table in this proxy statement, and all of our Directors and Executive Officers as a group. Percentage of outstanding shares is based on 106,818,183 shares outstanding as of March 7, 2011.

Beneficial Owner	Direct(1)	Voting or Investment Power(2)	Right to Acquire(3)	Total	Percent of Outstanding Shares
William F. Austen	107,541	6,370		113,911	*
William J. Bolton	19,486			19,486	*
Jeffrey H. Curler	576,663	541,511	259,119	1,377,293	1.3%
David S. Haffner	30,095			30,095	*
Barbara L. Johnson	3,515		10,000	13,515	*
Timothy M. Manganello	46,054			46,054	*
Roger D. O'Shaughnessy	34,884		19,013	53,897	*
Paul S. Peercy	14,403			14,403	*
Edward N. Perry	167,379	104,977	5,421	277,777	*
James W. Ransom, Jr.	15,755		3,255	19,010	*
William J. Scholle	21,293			21,293	*
Eugene H. Seashore, Jr.	85,569		60,456	146,025	*
Henry J. Theisen	114,017	46,538	153,938	314,493	*
Scott B. Ullem	241			241	*
Holly A. Van Deursen	8,652			8,652	*
Philip G. Weaver	16,858			16,858	*
Gene C. Wulf	161,096		99,784	260,880	*
All Executive Officers and Directors as a Group (21 persons)	1,563,623	711,448	684,828	2,959,899	2.8%

* Less than one percent (1%).

(1) These shares are held individually or jointly with others, or in the name of a bank, broker, or nominee for the individual's account. Also included are shares resulting from option exercises and shares held in 401(k) accounts of Executive Officers.

(2) This column includes other shares over which Directors and Executive Officers have or share voting or investment power, including shares directly owned by certain relatives with whom they are presumed to share voting and/or investment power.

(3) Includes shares or options that are currently exercisable or vested or that become exercisable or will vest within 60 days of March 7, 2011 pursuant to the grants made under the 1994 Stock Incentive Plan, 2001 Stock Incentive Plan, and the 2007 Stock Incentive Plan.

PROPOSAL 1 ELECTION OF DIRECTORS

Directors are divided into three classes elected on a staggered basis for three-year terms. The Nominating and Corporate Governance Committee of the Board of Directors has nominated five persons to the class of Directors to be elected at the meeting. Persons elected will hold office for a three-year term expiring in 2014 and will serve until their successors have been duly elected and qualified. Each nominee has indicated a willingness to serve as a Director, but in case any nominee is not a candidate for any reason, proxies named in the accompanying proxy card may vote for a substitute nominee selected by the Nominating and Corporate Governance Committee. In addition to certain biographical information about each Director and nominee, listed below is the specific experience, qualifications, attributes or skills that led to the conclusion that the person should serve as a Director on the Board.

Director-Nominees for Terms Expiring in 2014

EDWARD N. PERRY, 64 Director Since 1992

Mr. Perry has been engaged in the private practice of law in the Boston, Massachusetts area since 1982 and since 2008 has been Of Counsel to the law firm of Hirsch Roberts Weinstein LLP. He was a partner at Perkins, Smith & Cohen, LLP from 1990 to 2003 and was Of Counsel to Perkins, Smith & Cohen, LLP from 2004 to 2005, and to Sullivan, Weinstein & McQuay, PC from 2006 to 2008. With more than 18 years of continuous service on our Board, Mr. Perry is one our two longest-serving Directors and has a thorough knowledge and understanding of our Company and our industry. Mr. Perry's background as an attorney makes him well prepared to provide perspective on the legal affairs of our Company, and his expertise in employment and labor law offers an important perspective on human resources matters. His background also assists in the evaluation of financial policies and controls as well as legal and regulatory risks and opportunities.

WILLIAM J. SCHOLLE, 64 Director Since 2001

Mr. Scholle is Chairman and Chief Executive Officer of Scholle Corporation, a private, global company, headquartered in Irvine, California, engaged in bag-in-box valve and packaging, metallized plastics and paper, flexible shipping containers, marine salvage devices, and battery electrolyte. Mr. Scholle has held this position since 1997. As an executive, owner, and operator of a private, global packaging company serving a variety of customers including the beverage industry, Mr. Scholle brings to the Board a comprehensive understanding of the challenges and opportunities of the plastics industry. His experience financing his company's global growth and evaluating the financial impact of our industry's risks and opportunities on his own company provide him with valuable insight into our financial affairs.

TIMOTHY M. MANGANELLO, 61 Director Since 2004

Mr. Manganello is Chairman of the Board and Chief Executive Officer, and a director, of BorgWarner Inc. (NYSE: BWA), a leader in highly engineered components and systems for vehicle powertrain applications worldwide. He has been Chairman and Chief Executive Officer since 2003. He was also President and Chief Operating Officer from 2002 until 2003. He served as Executive Vice President from 2001 until 2002 and President and General Manager of BorgWarner Torq Transfer Systems from 1999 to 2002. He is also Chairman of the Federal Reserve Bank of Chicago Detroit Branch and a director of Zep, Inc. (NYSE: ZEP). Mr. Manganello offers the Board valuable experience in international acquisition integration, operations management, labor relations, engineering-based research and development, long-term strategic planning, capital markets financing, and financial performance measurement.

PHILIP G. WEAVER, 58 Director Since 2005

Mr. Weaver is presently a consultant to industry. Until his retirement on December 31, 2009, Mr. Weaver was Vice President and Chief Financial Officer of Cooper Tire & Rubber Company (NYSE: CTB), a global company specializing in the design, manufacture, and sales of passenger car, light truck, medium truck, motorcycle, and racing tires. He had been Vice President and Chief Financial Officer since 1998. He previously served as the Vice President of the tire division from 1994 to 1998 and served as Controller of the tire division from 1990 to 1994. Mr. Weaver's expertise in accounting and finance, and his experience as a chief financial officer of a public company, provide him with a thorough understanding of financial reporting, generally accepted accounting principles, financial analytics, budgeting, capital markets financing, and auditing. In addition to his extensive experience with acquisitions and international operations, his finance background makes him well qualified to be the Chair of our Audit Committee.

HENRY J. THEISEN, 57 Director Since 2006

Mr. Theisen is our President and Chief Executive Officer. He has been President of Bemis since 2007 and was elected Chief Executive Officer in 2008. He previously was Executive Vice President and Chief Operating Officer from 2003 to 2007 and Vice President of Operations from 2002 to 2003. From 1975 to 2002 he held various research and development, marketing, and management positions within the Company. Mr. Theisen is also a Director of Andersen Corporation, a private company. As a 35 year veteran of Bemis Company, Mr. Theisen brings extensive product development expertise and industry knowledge to the Board. His expertise extends from engineering, research, and product development to managing key customer relationships and developing marketing and sales strategies. He has an intimate understanding of our product designs and manufacturing methods and draws on that knowledge to evaluate the financial performance of the Company.

Directors Whose Terms Expire in 2013

JEFFREY H. CURLER, 60 Director Since 1992

Mr. Curler is Executive Chairman of the Company and was elected to that position in 2008. He is also our Chairman of the Board and has served in that position since 2005. He was President from 1996 to 2007, Chief Executive Officer from 2000 to 2008, and Chief Operating Officer from 1998 to 2000. From 1973 to 1996, he held various management, research and development, and operations positions within the Company. Mr. Curler is also a Director of Valspar Corporation (NYSE: VAL). With more than 35 years of experience at Bemis Company, Mr. Curler's significant expertise in chemical engineering and the packaging industry, coupled with his personal leadership and experience with Bemis' international expansion, acquisition and joint venture activities, operating and organizational management, and shareholder communications provide him with valuable insight into our business risks and opportunities.

ROGER D. O'SHAUGHNESSY, 68 Director Since 1997

Mr. O'Shaughnessy is Chairman and Chief Executive Officer of Cardinal Glass Industries, Inc., a private manufacturer of high technology insulating and solar glass. He has held this position since 1967. In addition to his extensive experience in operations management and directing research and development activities at Cardinal Glass, his background and experience with regard to technology focused business strategy offers an important perspective to our Board.

DAVID S. HAFFNER, 58 Director Since 2004

Mr. Haffner is President and Chief Executive Officer, and a director, of Leggett & Platt, Inc. (NYSE: LEG), a diversified manufacturing company. He has been Chief Executive Officer since 2006 and has served as President since 2002. He previously served as Chief Operating Officer from 1999 to 2006 and as Executive Vice President of Leggett & Platt from 1995 to 2002. Mr. Haffner has experience managing the operations of an acquisitive, international, public company, which has assisted us with respect to our recent international acquisitions and subsequent integration activities. In addition, his experience with labor relations, compensation strategy, and financial performance measurement at Leggett & Platt provide valuable insight.

HOLLY A. VAN DEURSEN, 52 Director Since 2008

Ms. Van Deursen is currently a Director of Actuant Corporation (NYSE: ATU); Anson Industries, a private company; Petroleum Geo-Services (OSE: PGS); and Capstone Turbine Corporation (NASDAQ: CPST). She was most recently an executive in the petrochemical industry, and she has held a variety of leadership positions at British Petroleum and Amoco Corporation in Chicago, London, and Hong Kong. She was Group Vice President of Petrochemicals for British Petroleum from 2003 to 2005, and Group Vice President of Strategy, based in London, from 2001 to 2003. Ms. Van Deursen has extensive experience in the chemical industry, from which Bemis buys the majority of its raw materials. She also has an engineering background and personal international experience, which is relevant to our strategic focus on technology and innovation, as well as disciplined international expansion. Her experience in strategic analysis at British Petroleum further enhances her ability to analyze and evaluate our financial risks and opportunities.

Directors Whose Terms Expire in 2012

WILLIAM J. BOLTON, 64 Director Since 2000

Mr. Bolton has been the President of Taranis Management LLC, a consulting group that works with private equity firms focused on retail, restaurant, and consumer goods companies, since 2008. He was a consultant to the food distribution industry from 2000 to 2008. He was Executive Vice President of SUPERVALU, Inc. and President and Chief Operating Officer Corporate Retail from 1997 to 2000. SUPERVALU is a food distribution and food retailing company. From 1995 to 1997 he was Chairman and Chief Executive Officer of Bruno's, a supermarket company. He served on the board of directors of Ace Hardware Corporation from 2004 to 2010. Mr. Bolton's extensive experience in the food and consumer goods industries brings an important body of knowledge to our Board since food and consumer products applications comprise approximately 65 percent of our annual net sales. Mr. Bolton has 10 years of continuous service on the Board, giving him considerable knowledge of our business. Further, Mr. Bolton brings his public company leadership experience to his role as lead independent Director of the Board.

BARBARA L. JOHNSON, 60 Director Since 2002

Ms. Johnson is the Vice Chancellor for Business and Finance for the University of Nebraska at Kearney. She has held that position since 2007. From 2004 to 2007 she served as a consultant for various institutions of higher education advising on financial and administrative matters. She previously was Vice President and Treasurer of Carleton College, Northfield, Minnesota from 2000 to 2004. Prior to that she was Vice President for Finance and Administration of Mars Hill College, Mars Hill, North Carolina from 1997 to 2000 and Assistant Controller of The Ohio State University, Columbus, Ohio from 1990 to 1997. Ms. Johnson's in-depth knowledge and experience managing investment, financial and administrative matters in various organizations allow her to provide a unique perspective to financial management issues at our Company.

PAUL S. PEERCY, 70 Director Since 2006

Mr. Peercy is currently Dean of the College of Engineering at the University of Wisconsin-Madison. He has been Dean since 1999. From 1996 to 1998 he was President of SEMI/SEMATECH in Austin, Texas. From 1968 to 1995 he served in various departments of the Sandia National Laboratories in Albuquerque, New Mexico. He is a director of Sonic Foundry Inc. (NASDAQ: SOFO). Mr. Peercy's engineering expertise and experience in research and development for Sandia National Laboratories enables him to provide unique and valuable insight to our innovation-focused business strategy. His diverse executive experience in corporate and educational fields provides him with a unique perspective from which to evaluate both our financial and operational risks and opportunities.

GENE C. WULF, 60 Director Since 2006

Mr. Wulf is Executive Vice President of the Company and has been serving in this capacity since May 2010. In his role as Executive Vice President, Mr. Wulf is responsible for Bemis' global corporate strategy, business development and information technology, including the Company's implementation of an Enterprise Resource Management system on a global basis. Mr. Wulf previously served as the Senior Vice President from 2005 until May 2010, Chief Financial Officer from 2002 to 2010, Vice President and Treasurer from 2002 to 2005, Vice President and Controller from 1998 to 2002, and Vice President and Assistant Controller from 1997 to 1998. From 1975 to 1997, he held various financial positions within the Company. Mr. Wulf is also a director of A. O. Smith Corporation (NYSE: AOS) where he also serves as Audit Committee Chair. With more than 35 years of experience at Bemis, Mr. Wulf brings a wealth of packaging industry knowledge and financial expertise to the Board. His extensive knowledge of our budgeting and financial reporting systems, in addition to his leadership experience in operations and acquisition activities, give him an in-depth understanding of our business and offer a valuable resource to the Board.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" ALL NOMINEES TO SERVE AS DIRECTORS.

CORPORATE GOVERNANCE

Corporate Governance Documents

You can electronically access all of our committee charters, our standards of business conduct, and our Principles of Corporate Governance at our website at www.bemis.com under the Company Overview section or by writing to us at Bemis Company, Inc., Attention: Company Secretary at One Neenah Center, 4th Floor, P.O. Box 669, Neenah, Wisconsin 54957-0669. We have recently amended certain committee charters and the Principles of Corporate Governance. Hard copies will be provided to any shareholder or any interested party upon request. We have adopted a Financial Code of Ethics that is listed as an exhibit to our Annual Report on Form 10-K. We intend to promptly post on our website any amendments to, or waivers from, the Financial Code of Ethics or Code of Business Conduct and Ethics following the date of such amendment or waiver.

Director Independence

The Board has determined that all Directors and Director-nominees, with the exception of Messrs. Curler, Theisen, and Wulf, are "independent" as that term is defined in the applicable listing standards of the New York Stock Exchange ("NYSE"). The Board has affirmatively determined that each of the following non-employee Directors, who collectively constitute a majority of the Board and all of the members of the Audit, Compensation, and Nominating and Corporate Governance Committees of the Board, is independent:

William J. Bolton

David S. Haffner

Barbara L. Johnson

Timothy M. Manganello

Roger D. O'Shaughnessy

Paul S. Peercy

Edward N. Perry

William J. Scholle

Holly A. Van Deursen

Philip G. Weaver

In accordance with the NYSE director independence rule, the Board looked at the totality of the circumstances to determine a Director's independence. To be independent a Director must be, among other things, able to exercise independent judgment in the discharge of his or her duties without undue influence from management. The Board considered information provided by the Directors and Director-nominees and concluded none of the independent Directors or independent Director-nominees have any relationships with Bemis, except Mr. Scholle who has an immaterial relationship with Bemis. Mr. Scholle is President and Chief Executive Officer of Scholle Corporation. We have purchased, at market competitive prices, metallized film and metallized services from a subsidiary of Scholle Corporation. The Board has determined that under the totality of circumstances, Mr. Scholle remains independent from management and is able to discharge the duties of an independent Director. Total sales to Bemis by the Scholle Corporation and its subsidiaries comprise less than two percent of Scholle Corporation's consolidated gross revenues. None of the other non-employee Directors has a relationship described in Rule 303A.02 of the NYSE Rules or any other relationship that requires Board consideration in making its determination.

The Board of Directors

All members then comprising the Board of Directors attended the Annual Meeting of Shareholders in 2010. The Board does not have a formal written policy requiring members to attend the Meeting of Shareholders, although all members have traditionally attended. The Board of Directors held four meetings during the year ended December 31, 2010. All Directors attended at least 75 percent of the aggregate of the total number of Board meetings and meetings of Committees on which they served.

Committees of the Board

The Board of Directors has an Executive and Finance Committee, an Audit Committee, a Compensation Committee, and a Nominating and Corporate Governance Committee. The table below shows current membership for the Executive and Finance Committee, Audit Committee, Compensation Committee, and Nominating and Corporate Governance Committee:

Executive and Finance Committee	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee
William J. Bolton	Barbara L. Johnson	William J. Bolton	William J. Bolton*
Jeffrey H. Curler*	Paul S. Peercy	David S. Haffner*	David S. Haffner
Roger D. O'Shaughnessy	Edward N. Perry	Timothy M. Manganello	Barbara L. Johnson
Edward N. Perry	Holly A. Van Deursen	Roger D. O'Shaughnessy	Timothy M. Manganello
William J. Scholle	Philip G. Weaver*	William J. Scholle	Roger D. O'Shaughnessy
			Paul S. Peercy
			Edward N. Perry
			William J. Scholle
			Holly A. Van Deursen
			Philip G. Weaver

* Committee Chair

Executive and Finance Committee. The Executive and Finance Committee did not meet in 2010. The Executive and Finance Committee has the authority to exercise all the powers of the full Board, except the Executive and Finance Committee does not have the power to change the membership of, or fill vacancies in, the Executive and Finance Committee or to amend the Company's By-Laws. Generally, this Committee will only meet or act in emergencies, or when requested by the full Board. The Committee will report any actions to the full Board as soon as reasonably possible.

Audit Committee. The Audit Committee held four meetings and eight conference calls in 2010. The Audit Committee's principal function is to assist the Board by performing the duties described in the Audit Committee Charter, which include:

- oversight responsibility for the integrity and fair presentation of our financial reporting; and
- responsibility for the selection, compensation, and oversight of our independent registered public accounting firm.

The Board has determined that all members of the Audit Committee are financially literate and that Philip G. Weaver is a financial expert as defined by the Securities and Exchange Commission.

Compensation Committee. The Compensation Committee held four meetings and one conference call in 2010. The Compensation Committee has a Compensation Committee Charter, which requires the Compensation Committee to, among other things:

- approve the compensation of the Executive Officers and Directors; and review management's recommendations on Officer and key employee compensation and company-wide benefit plans.

The Compensation Committee has established a subcommittee consisting of members who meet all NYSE independence requirements, as well as the requirements for non-employee directors under Rule 16b-3 of the Securities Exchange Act, for the purpose of approving equity awards to persons subject to Section 16. The members of the subcommittee include Messrs. Bolton, Haffner, Manganello, and O'Shaughnessy.

Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee held one meeting in 2010. This Committee has a Nominating and Corporate Governance Committee Charter, which sets forth the Committee's duties, which include:

recommending nominees for election to the Board of Directors;

reviewing the performance of the highest ranking Officer and other senior Officers and recommending to the full Board a successor should the position of highest-ranking Officer become vacant;

reviewing with the Board, on an annual basis, the requisite skills and characteristics of individual Board members, as well as the composition of the Board as a whole, in the context of our needs; and

reviewing all nominees for Director and recommending to the Board those nominees who have attributes it believes would be most beneficial to us. This assessment will include such issues as experience, integrity, competence, skills, and dedication in the context of the needs of the Board. The Board also considers diversity based on differences of viewpoint, professional experience, education, skill, and other individual qualities and attributes.

Our Principles of Corporate Governance also set forth certain requirements regarding Board size, Directors who experience job changes, Director terms, other board service, retirement, and independence matters, which the Committee takes into consideration when carrying out its duties.

Board Leadership Structure

The Board does not have a policy on whether the positions of Chairman and Chief Executive Officer are to be held by the same person. The positions are currently held by two different individuals.

The Executive Chairman of our Company is Jeffrey H. Curler, who was formerly our President and Chief Executive Officer. Mr. Curler was named Executive Chairman in 2008. He was President from 1996 to 2007 and Chief Executive Officer from 2000 to 2008.

Henry J. Theisen is our President and Chief Executive Officer. He has been President of the Company since 2007 and Chief Executive Officer since 2008.

In making the determination to appoint Mr. Curler to Chairman, the Board considered numerous factors, including Mr. Curler's significant operating experience and qualifications, his long history with the Company, his years of exercising business judgment in leading the Board, the size and complexity of our business, the significant business experience and tenure of our Directors and the qualifications and role of our lead Director. Based on these factors, the Board determined that it was in the best interests of the Company and its shareholders to appoint Mr. Curler as Chairman of the Company.

The Board elected Mr. Theisen as President and Chief Executive Officer after carefully considering many factors, including his extensive experience with the Company as an officer and leader in many different areas such as research and development, marketing, and management. The Board also considered Mr. Theisen's leadership skills, operating experience, and thorough knowledge of the industry.

In accordance with the listing standards of the New York Stock Exchange, the Board has appointed the Chair of the Nominating and Corporate Governance Committee, William J. Bolton, as lead Director for independent Director meetings. Mr. Bolton presides over meetings of the independent directors which are held at the beginning and conclusion of every Board meeting without the presence of management. Additional responsibilities of the lead independent Director include providing independent leadership to the Board, acting as a liaison between the non-management Directors and the Company, and ensuring that the Board operates independently of management. Mr. Bolton works closely with Mr. Curler to establish Board agendas and to ensure the smooth operation of the Board. Mr. Bolton is well qualified to serve as our lead independent Director. He has extensive experience in the food and retail industries, is independent, and has more than 10 years of continuous service on the Board, giving him considerable knowledge of our business. His long history with the Company, combined with his leadership skills and background in the food industry, make him an effective lead independent Director.

Board's Role in Oversight of Risk Management

Our Board of Directors takes an active role in oversight of our Company both as a full Board and through its Committees. Each of the Board Committees considers risk within its area of responsibility.

We engage in an annual enterprise wide risk management (ERM) process. The ERM process consists of periodic risk assessments performed during the year. Identified risks are evaluated based on the potential exposure to the business and measured as a function of severity of impact and likelihood of occurrence. Assessments include identifying and evaluating risks and the steps being taken to mitigate the risks. Annually, a report summarizing these assessments is compiled by our Director of Risk Management. The report is reviewed by the Director of Global Financial Compliance and approved by the Chief Financial Officer and Chief Executive Officer. The report is presented to the Audit Committee annually to ensure completeness, appropriate oversight, and review. Interim reports on specific risks are provided if requested by the Board or recommended by management.

Nominations for Directors

The Nominating and Corporate Governance Committee will consider Director candidates recommended by shareholders in the same manner that it considers all Director candidates. Director candidates must meet the minimum qualifications set forth in the Principles of Corporate Governance and the Nominating and Corporate Governance Committee will assess Director candidates in accordance with the factors described in the Principles of Corporate Governance. Shareholders who wish to suggest qualified candidates to the Committee should write the Secretary of the Company at One Neenah Center, 4th Floor, P.O. Box 669, Neenah, Wisconsin 54957-0669, stating in detail the candidate's qualifications for consideration by the Nominating and Corporate Governance Committee.

If a shareholder wishes to nominate a Director other than a person nominated by or on behalf of the Board of Directors, he or she must comply with certain procedures set out in our By-Laws. Under our By-Laws, no person (other than a person nominated by or on behalf of the Board of Directors) shall be eligible for election as a Director at any annual or special meeting of shareholders unless a written request that his or her name be placed in nomination is received from a shareholder of record by the Secretary of the Company not less than 90 days before the first anniversary of the previous year's annual meeting or, if later, within 10 days after the first public announcement of the date of such annual meeting, together with the written consent of such person to serve as a Director.

Bemis hires Beal Associates, a search firm, to help identify and facilitate the screening and interview process of Director-nominees. In connection with the Nominating and Corporate Governance Committee's evaluation of a Director-nominee, the Nominating and Corporate Governance Committee:

- believes that nominees must have experience as a Board member or senior officer of a public or private company or have achieved national prominence in a relevant field or have possessed other relevant experience;
- evaluates whether the nominee's skills are complementary to the existing Board members' skills, and the Board's needs for operational, management, financial, international, technological, or other expertise;
- engages the search firm to screen the candidates, do reference checks, prepare a biography for each candidate for the Committee to review, and help set up interviews;
- interviews, along with the Chairman of the Board and our Chief Executive Officer, candidates that meet the criteria; and
- selects nominees that best suit the Board's needs.

Communications with the Board

The Board provides a process for shareholders and other interested parties to send communications to the Board or any of the Directors. Interested parties may communicate with the Board or any of the Directors by sending a written communication to Bemis Company, Inc., c/o Corporate Secretary at One Neenah Center, 4th Floor, P.O. Box 669, Neenah, Wisconsin 54957-0669, 920-727-4100. All communications will be compiled by the Secretary of the Company and submitted to the Board or the individual Directors.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires that Directors, Executive Officers, and persons who own more than 10 percent of our Common Stock file initial reports of ownership of our Common Stock and changes in such ownership with the Securities and Exchange Commission. To our knowledge, based solely on a review of copies of forms submitted to us during and with respect to 2010 and on written representations from our Directors and Executive Officers, all required reports were filed on a timely basis during 2010.

TRANSACTIONS WITH RELATED PERSONS

Our Board of Directors has approved a written policy whereby the Audit Committee must approve any transaction with a related person, as defined in Rule 404 of Regulation S-K ("Related Person Transaction") before commencement of such transaction; provided, however, that if the transaction is identified after it commences, it shall be brought to the Committee for ratification. The Related Person Transaction should be presented to the Audit Committee by an Executive Officer requesting that the Audit Committee consider the Related Person Transaction at its next meeting. The Executive Officer presenting the transaction must advise the Audit Committee of all material terms of the transaction.

The Audit Committee has delegated authority to the Audit Committee Chairman to, upon request of an Executive Officer, approve Related Person Transactions if they arise between Committee meetings. The Chairman may take any action with respect to such Related Person Transaction that the Committee would be authorized to take, or, in his or her discretion, require that the matter be brought before the full Committee. Any action taken by the Chairman shall be reported to the Committee at its next regularly scheduled meeting.

Standards for Approval of Transactions

The Committee will analyze the following factors, in addition to any other factors the Committee deems appropriate, in determining whether to approve a Related Person Transaction:

- whether the terms are fair to us;
- whether the transaction is material to us;
- the role the related person has played in arranging the Related Person Transaction;
- the structure of the Related Person Transaction; and
- the interests of all related persons in the Related Person Transaction.

A Related Person Transaction will only be approved by the Committee if the Committee determines that the Related Person Transaction is beneficial to us and the terms of the Related Person Transaction are fair to us.

Approval Process

The Committee may, in its sole discretion, approve or deny any Related Person Transaction. Approval of a Related Person Transaction may be conditioned upon us and the related person taking any or all of the following additional actions, or any other actions that the Committee deems appropriate:

- requiring the related person to resign from, or change position within, an entity that is involved in the Related Person Transaction with us;
- assuring that the related person will not be directly involved in negotiating the terms of the Related Person Transaction or in the ongoing relationship between us and the other persons or entities involved in the Related Person Transaction;
- limiting the duration or magnitude of the Related Person Transaction;
- requiring that information about the Related Person Transaction be documented and that reports reflecting the nature and amount of the Related Person Transaction be delivered to the Committee on a regular basis;

requiring that we have the right to terminate the Related Person Transaction by giving a specified period of advance notice; or appointing a Company representative to monitor various aspects of the Related Person Transaction.

In the case of any transaction for which ratification is sought, the Committee may require amendment or termination of the transaction, or implementation of any of the above actions, if the Committee does not ratify the transaction.

Transactions with Related Persons during Fiscal Year 2010

Item 404 of Regulation S-K requires that we disclose any transactions between us and any related persons, as defined by Item 404, in which the amount involved exceeds $120,000 (the "404 Threshold Amount").

During 2010, we and our subsidiaries purchased, at market competitive prices, approximately $9.4 million of polyester and polyester copolymer products from Pacur, Inc. Ronald Johnson, brother-in-law of Jeffrey H. Curler, is President of Pacur, Inc. Mr. Curler is Chairman of the Board of the Company and our Executive Chairman.

During 2010, we and our subsidiaries purchased, at market competitive prices, approximately $1 million of metallized film and metallizing services from Vacumet Corporation, a subsidiary of Scholle Corporation. Such sales comprised less than two percent of Scholle Corporation's consolidated gross revenues. William J. Scholle, a Director of the Company, is President and Chief Executive Officer of Scholle Corporation.

At the request of the Audit Committee, consisting entirely of independent Directors, PricewaterhouseCoopers LLP conducted a review of the above transactions. Based on PricewaterhouseCoopers LLP's report, the Audit Committee determined that these transactions were at least as fair to us as if they had been consummated with non-related parties.

Robert Krostue is the brother-in-law of Jeffrey H. Curler. Mr. Curler is Chairman of the Board of the Company and our Executive Chairman. Mr. Krostue is employed by Perfecseal, Inc., one of our subsidiaries, as Vice President of North American Operations. He was paid total compensation in 2010 of approximately $186,000 more than the 404 Threshold Amount. Mr. Krostue has been employed by Bemis for more than 33 years.

Tina Seashore is the daughter of Eugene H. Seashore, Senior Vice President of Bemis. Ms. Seashore is employed as Bemis' Director of Corporate Human Resources. She was paid total compensation in 2010 of approximately $25,000 more than the 404 Threshold Amount. Ms. Seashore has been employed by us for more than 12 years.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Overview and Introduction

Our Compensation Committee (the "Committee") has been assigned and empowered by our Board of Directors to review, approve, and ensure the compensation programs for its Executive Officers are meeting the intended objectives. These programs are straightforward and driven by several key objectives. In addition, the Committee provides a recommendation to the Board of Directors as to the competitive pay package for its Directors. For the year 2010, there were twelve (12) employee Executive Officers and ten (10) non-employee Directors. The individuals who served as our Chief Executive Officer and Chief Financial Officers, during all or part of fiscal 2010, as well as the other individuals included in the Summary Compensation Table, are referred to as the "Named Executive Officers." The components of the compensation and benefits provided to all Executive Officers, including the Named Executive Officers, are similar in design, with the exception of our Chairman of the Board. In 2010, the Chairman of the Board did not participate in either the long or short-term incentive compensation programs.

Executive Compensation Philosophy and Objectives

The Committee's responsibility is to provide effective compensation plans that align the interests of shareholders and management. The Committee believes that the most effective compensation plans are those that reward achievement of specific annual and long-term strategic goals, without encouraging undue risk taking. These plans are reviewed on an annual basis by the Committee to ensure competitive position, consistent goals and that the design will continue to add shareholder value in the current and forecasted business environments. The key elements within this philosophy are designed to:

- attract and retain key talent;
- motivate individuals to achieve our goals;
- achieve results that add shareholder value; and
- grow long-term earnings.

Accordingly, the Committee has designed and approved compensation plans that include base salary, short-term annual performance-based cash incentives, and long-term incentives in the form of restricted share units, both performance and time-based, to align with this philosophy.

The Committee believes that the simplicity of our executive compensation plans has been instrumental in providing shareholder return, even in the midst of the current global economic environment.

2010 Executive Compensation Elements

We outline below the compensation elements that apply to all Executive Officers. The exception to this is the Executive Chairman who no longer receives grants under the Long-Term Equity Compensation program, nor the short-term annual performance-based incentive.

Compensation Elements	Why We Pay	% Range of Total Direct Compensation (1)
Base Salary	Attract and retain executives	20-35%
Short-Term Annual Performance-Based Cash Incentives (Non-Equity)	Attract and retain executives Motivate executives to achieve short-term key business priorities and objectives Hold executives accountable for performance against targets	13-23%
Long-Term Incentive Compensation (Equity)	Motivate executives to achieve key long-term goals and objectives Hold executives accountable for performance against targets Focus executive decisions on long-term success/earnings that add shareholder value Provide executives with increased ability to acquire equity ownership Attract and retain executives	35-51%
Retirement Plans	Provide income security for retirement Attract and retain executives	7-12%
Other Compensation	Attract and retain executives Enhance executive productivity	>.2%

(1) Percent ranges exclude total direct compensation for the Chairman of the Board, who did not receive any long-term incentives in 2010.

In addition to the annual compensation elements listed above, we have double-trigger, "Change of Control" agreements with our Executive Officers, that provide for the payment of compensation and benefits in the event of termination following a change of control (see Change of Control Table).

In 2010, the second half of the special performance bonus related to the Alcan acquisition was paid to certain Executive Officers in March 2010 (see Summary Compensation Table).

Compensation Decisions

The Committee makes all final decisions regarding Executive Officer compensation and material changes to benefit plans. The Committee considers the following factors when making compensation decisions:

- job responsibilities and complexities;
- performance, experience, and proficiency in the role;
- comparison to external market data;
- merit increase percentages consistent with other Bemis salaried employees;
- potential and succession planning considerations, and
- recommendations of the CEO and the Vice President, Human Resources.

The Committee uses an independent, outside compensation consultant every one to two years to conduct an external market check as an input to the decision-making process. This market check is a thorough benchmarking process focused on the following three elements of compensation:

- base salary;
- short-term annual performance-based cash incentives (non-equity incentive compensation); and
- long-term equity compensation.

The Committee did not conduct an assessment in 2009 with an outside compensation consultant.

Modest compensation changes were made in 2010. The Committee approved base pay changes that were, on average, consistent with all other Bemis employees as a group and with market trends.

During 2010, the Company grew significantly due to the acquisition of the Alcan Food Americas business. With this significant growth, it was appropriate to conduct a thorough external market analysis regarding Executive Officer compensation components.

The Committee retained Towers Watson at its July 2010 Compensation Committee meeting and agreed upon the definition and scope of the external market analysis. Two data sources were utilized to conduct a thorough, comprehensive study of all Executive Officer compensation components. The first was a customized industry-specific survey from the 2010 Towers Watson Compensation Databank that included 28 companies within the industrial manufacturing and consumer products/nondurable industries. The second source was proxy data that included 19 companies within the paper and container packaging industry. Companies included in the data from both sources had revenue adjusted earnings ranging from $2 billion to $10 billion, approximately 50% to 200% of Bemis' 2010 revenue. For Messrs. Austen and Ransom regression analysis was conducted to appropriately size adjust the data for their related scope of responsibilities. The survey data served as the primary data source, with proxy data as a secondary comparison, used primarily for pay design.

The survey comparator group included the following companies:

Avery Dennison	GAF Materials	MeadWestvaco Corp	Sonoco Products Co
Ball Corp	Grief Inc	Nypro	SPX
Cameron International	Harland Clarke	Owens-Illinois Inc	Terex
Cooper Industries	Hasbro	PolyOne	Timken
Corning	HD Supply	S.C. Johnson	Trinity Industries
Flowserve	Lorillard Tobacco	Sealed Air Corp	Tupperware
Fortune Brands	MAG Industrial Automation Systems	Sherwin-Williams	USG

The proxy comparator group included the following companies:

AptarGroup Inc.	Graphic Packaging Holding Co	Pactiv Corp	Sonoco Products Co
Avery Dennison Corp	Greif Inc	Rock-Tenn Co	Temple Inland inc.
Ball Corp	MeadWestvaco Corp	Sealed Air Corp	Valspar Corp
Clorox Co	Owens-Illinois Inc	Silgan Holdings Inc.	Weyerhaeuser Co
Crown Holdings Inc	Packaging Corp of America	Smurfit Stone Container Corp	

The study included reviewing compensation levels for nine executives and providing Bemis with decision-quality market information by considering the multiple compensation data sources described above. Towers Watson then made recommendations for changes to the Executive Officers' compensation packages to ensure, as a whole, our Executive Officers are compensated consistent with Bemis' compensation philosophy, meaning generally within the broad middle range of the market when targeted performance levels are achieved.

The study revealed the following important facts as it relates to the Company's executive compensation elements:

1. Competitive pay levels were similar in both data sources.

2. The analysis revealed that the Executive Officer group collectively was positioned slightly below the midpoint of the survey data when all total direct compensation was considered.

The Committee then consulted with Towers Watson regarding recommended compensation adjustments, consistent with market trends, Bemis' philosophy and affordability. The Committee determined Chief Executive Officer compensation based upon the Board's annual CEO performance evaluation, input from the Vice President, Human Resources, and the market check analysis from Towers Watson. In setting compensation for all other Executive Officers, the Committee exercised its' independent judgment, utilizing recommendations from the Chief Executive Officer, input from the Vice President, Human Resources, and the market check analysis from Towers Watson. Compensation adjustments were made for certain officers to be effective January 1, 2011.

The Committee also changed the methodology to establish the stock price to calculate the number of units in long-term equity compensation. For awards granted in 2011, the average adjusted stock close price for the last 20 trading days of December 2010 was utilized.

To maintain Towers Watson's independence, management limits the use of other consulting services from Towers Watson. Management used Towers Watson's consulting services on a limited basis in 2010 for 401(k) investment advice. Fees paid for these services in 2010 were less than $45,000 and not material.

We are confident that the design of our compensation components is integral in attracting and retaining the executive talent necessary to meet the Company's objectives. Additional comments regarding the three components of compensation are highlighted below.

Base Salary

The base salary is a guaranteed component of annual cash compensation that attracts and retains our Executive Officers.

Short-Term Annual Performance Based Cash Incentives (Non-Equity)

The Bemis Executive Officer Performance Plan (BEOPP) was re-approved by the shareholders in May 2009. The purpose of the BEOPP is to provide incentives to our Executive Officers to produce a superior shareholder return. Amounts paid under the terms of the BEOPP are intended to qualify as performance-based compensation, within the meaning of Section 162(m) of the Internal Revenue Code.

This component of pay for all Executive Officers, including the Named Executive Officers, has no discretion for individual performance and no formula discretion by the Committee once the target criteria is determined. The Plan payout is based entirely on earnings per share (EPS) growth year-over-year and sales performance (increasing sales greater than eight percent year-over-year provides an additional 10 percent of normal award). The amount of target bonus for each Executive Officer, including the Named Executive Officers, has been set as a percentage of base pay and is typically adjusted only with a job change and/or when recommended by outside consultants in order to remain competitive with comparator company pay practices. Any such change requires the approval of the Committee.

Administered by the Committee, the BEOPP sets target award levels based on a percent of each Executive Officer's annual base compensation, including the Named Executive Officers. Each Executive Officer's, including those of the Named Executive Officers, target percentage is established by the Committee based on the benchmarking data and other factors previously discussed. That percent of annual base compensation then becomes the normal award. The attainment of predetermined adjusted EPS growth dictates the percent of payment of the normal award. The EPS target is based on the reported EPS, adjusted for those items determined by the Committee to be unusual and/or non-recurring. In 2010, the Committee made adjustments based primarily on the acquisition of the Food Americas business of Alcan Packaging. The Committee determined that for 2010, the EPS target was 106 percent of the previous year's adjusted EPS. If this target was achieved, each Executive Officer including the Named Executive Officers, would receive 100 percent of the normal award. If the EPS is less than 90 percent of the previous year's EPS, no award is paid. At 114 percent EPS achievement, the

Plan would pay two-times the normal award. The BEOPP Funding Scale below indicates the range of payouts:

BEOPP Funding Scale

In 2010, we achieved adjusted EPS of 113.9 percent of the previous year's EPS, and therefore, the Named Executive Officers earned a bonus payout of 199.73 percent of their normal award.

Sales also increased in excess of eight percent and therefore the additional sales-related payment was made, bringing the final payout percentage of the normal award to 209.73 percent. There is no individual performance factor used in the calculation of the non-equity incentive compensation component. Each Executive Officer has the same final EPS payout percent applied to their respective fixed normal award.

Long-Term Incentive Compensation (Equity)

In May 2006, our shareholders approved the Bemis Company, Inc. 2007 Stock Incentive Plan (the "Plan"). This Plan provides for issuance of equity units to all Executive Officers and other key employees. The purpose of this Plan is to enable us to retain and motivate key employees by providing them the opportunity to acquire meaningful equity ownership in the Company. The Committee has selected restricted share units as the form of equity awards for Executive Officers and other key employees. In 2009, the Committee approved restricted share units for approximately 225 key employees for awards beginning in 2010. This Plan has proven to be a critical incentive and retention tool for all Executive Officers, as well as other key employees. All Executive Officers, including all Named Executive Officers, receive restricted share units each year from this Plan while other key employees receive awards historically on an every three-year basis, including 2010. By virtue of its years of experience with the Plan, the Committee has continued to support the issuance of restricted share units to participants, which aligns the interests of Executive Officers and key employees with those of our shareholders.

Long-term incentive compensation is also expressed as a set percentage of base pay by the Committee for each of the Named Executive Officers. Similar to the performance-based cash incentives, this is a fixed formula and changes when approved by the Committee.

For all Executive Officers, the Committee provides annual grants of restricted share units. The Committee uses a formula tied to base salary to determine the value of restricted share units awarded annually. The Committee has set the formula as a percent of base salary, divided by a fixed share price to determine the number of restricted share units awarded.

Restricted share-based units awarded in 2010 are equally split between time-based restricted share units, which vest after five years, and performance-based restricted share units, which vest after three years, both subject to accelerated vesting for retirement eligible participants (time and performance-based units are pro-rated upon retirement).

2010 Long-Term Incentive Mix
for Executive Officers

Award Provisions Time-Based Restricted Share Units

The provisions for the time-based restricted share units (50%) are described above.

Award Provisions Performance-Based Restricted Share Units

Performance-based restricted share units are earned on the basis of our Total Shareholder Return (TSR) measured over a three year period, relative to the TSR of our comparator group (the companies in the S&P 500 Materials, Industrials, Consumer Discretionary, and Consumer Staples sectors):

- The comparator group includes 206 companies.
- TSR reflects price appreciation and reinvestment of dividends.
- Share price appreciation is measured as the difference between the beginning market price and the ending market price of our shares.
  - The beginning market price equals the average closing price on the 20 trading days immediately preceding the performance period.
  - The ending market price equals the average closing price on the last 20 trading days of the performance period.

The actual number of performance-based restricted shares awarded, are based on our change in TSR versus the change in TSR of the comparator group companies described above, during the three-year performance period.

The performance-based restricted share units pay out in shares of our common stock in a range of 0 percent to 200 percent of the number of performance-based restricted share units awarded. The chart set forth below shows how our growth in TSR against the comparator group companies correlates with the 0 percent to 200 percent range payouts.

Performance-Based Restricted Share Units
Payout Chart

Performance-based restricted share units pay out linearly between each set of data points above the 25th percentile and below the 75th percentile. For example, if we perform at a 40th percentile rank, each Named Executive Officer would receive the number of shares equal to 62.5 percent of his or her award of performance-based restricted share units. As it is possible that there will be no payout under the performance-based restricted share units, these awards are completely "at-risk" compensation. Further, in order to pay out at the 100 percent target, we must perform above the median of our comparator group at the 55th percentile.

Dividend equivalent payments are made to participants for all awards granted prior to 2010. Beginning with the units granted in 2010 and beyond, the method of paying dividend equivalents was amended by the Compensation Committee. Dividend equivalents on restricted share units, with effective dates on or after January 1, 2010, will be accrued and distributed at the same time as the shares of Common Stock to which they relate. The first performance-based restricted share units granted to Executive Officers are eligible for vesting at the end of 2011.

Executive and Director Share Ownership Guidelines

To emphasize the importance of linking Executive Officers, Directors, and shareholder interests, we have established guidelines that require all Executive Officers, including the Named Executive Officers, to hold or have a right to acquire, a minimum number of Bemis shares with a market value equal to five times the Executive Officer's annual base pay or in the case of a Director, three times the annual base retainer. Each Executive Officer or Director is expected to achieve the ownership target within five years from the date of election as an Executive Officer or Director. All Named Executive Officers and Directors already meet the guidelines or are on track to meet the guidelines within the specified time.

Share Holding Requirements

Each Executive Officer is required to hold, for a period of not less than three years from the date of share acquisition, one-half of the net number of shares issued, pursuant to our equity compensation plans. These restrictions expire after the three-year period or upon termination or retirement.

We have not granted stock options since 2003 to any Executive Officer, including the Named Executive Officers.

Discretionary Bonus

In 2009, the Compensation Committee approved discretionary bonuses for certain Executive Officers for the magnitude of the work involved with the acquisition of the Food Americas operations of Alcan Packaging. Executive Officers received a discretionary award equal to a percentage of their normal BEOPP award. Fifty percent of the amount was based on the Committee's assessment of effort related to the acquisition and was paid in November 2009. The remaining fifty percent was paid in March 2010, based on the successful completion of the acquisition.

Risk Assessment

The Committee conducted a compensation risk management assessment in late 2009 of company-wide incentive practices. As part of this assessment, Towers Watson was engaged to conduct a study to assess several areas of potential compensation risk. The Committee concluded that risk associated with compensation policies and practices are not reasonably likely to have a material adverse effect on the Company.

In making this evaluation, key design elements of our compensation programs in relation to industry "best practices" were examined by Towers Watson, as well as our internal controls and oversight by management and the board of directors. In addition, management completed an inventory of incentive programs below the executive level and reviewed the design of these incentives, both internally and with Towers Watson, to conclude that such incentive programs do not encourage excessive risk-taking. No significant changes were made to executive compensation programs in 2010 that would materially impact the risk assessment.

Retirement and Other Employee Benefits

We offer retirement plans that are intended to supplement the employee's personal savings and social security. All employees in the United States are eligible to participate in a retirement plan, profit sharing plan, savings plan, or a combination thereof.

We offer core employee benefits coverage to:

- provide our employees with a reasonable level of financial support in the event of illness or injury; and
- enhance productivity and job satisfaction through programs that focus on work/life balance.

Core benefits available are the same for all United States employees and Executive Officers, and include medical and dental, wellness, disability coverage, and life insurance. In addition, the Bemis 401(k) savings plans (BIIP & BIPSP) and our retirement plans provide a reasonable level of retirement income reflecting employees' careers with us. These plans are generally available to all United States employees, including Executive Officers. We also offer non-qualified supplemental retirement and savings plans, which provide certain additional retirement benefits, including benefits that cannot be provided through the qualified plans due to various Internal Revenue Service limits.

The cost of employee benefits is partially borne by the employee, including each Executive Officer.

Perquisites

We have discontinued all material perquisites to all Executive Officers, including Named Executive Officers, with the exception of some limited use of our company plane by the Executive Chairman and the Chief Executive Officer. Beginning in 2009, no Executive Officers receive any gross-up adjustments related to income tax.

Change of Control Agreements (Management Agreements)

We have management agreements with all Executive Officers to ensure retention and action in the best interests of the shareholders in the event of a change of control. The agreements provide benefits upon a change of control event and subsequent termination. In 2008, new management agreements were approved for all incoming Executive Officers. These agreements provided for two years of payments, defined below (versus the previous management agreements that provided for three years of payments for existing Executive Officers), and provide no additional restricted share unit awards. Effective January 1, 2009, the Compensation Committee eliminated the Internal Revenue Code §280G excise tax gross-up adjustments from payments due under new Management Agreements.

The determination of the amount of payment(s) and benefits in the event of a change in control for either agreement is described in footnotes 1 and 2 on page 40. The amounts are formula based and are paid only in the event of a change of control and where the Named Executive Officer is not retained in the position he/she had prior to the event (i.e., double-trigger).

The information used for the management agreements was not used for total compensation determination or benchmarked by any compensation consultants. The management agreements, as approved by the Committee, stand on their own and were not related to any overall compensation objectives at the time of implementation, other than Named Executive Officer acquisition and retention, and did not affect decisions regarding other compensation elements.

Please see the "Management Agreements" section in this proxy.

Deductibility of Executive Compensation

Section 162(m) of the Internal Revenue Code (the "Code") requires that we meet specific criteria, including shareholder approval of certain share and bonus plans, in order to deduct compensation over $1,000,000 paid to a Named Executive Officer for federal income tax purposes. We must submit for shareholder approval certain performance-based compensation plans every five years in order for payments under those plans to remain tax-deductible to us. Shareholder approval must also be obtained to preserve the deductibility following changes to certain key provisions of those performance-based plans, including increases in the maximum amount of compensation payable to any employee under the Plan. In 2009, our shareholders reapproved the Bemis Executive Officer Performance Plan. The Committee intends to make awards under these plans where appropriate to maximize deductibility to us. The Committee believes that our compensation programs, both annual and long-term, are in the Company's best interests and in the best interests of our shareholders. While the Committee will continue to employ compensation programs which provide tax savings for us, it is possible that components of certain executive compensation programs may not be tax-deductible to the Company.

Compensation Committee Report

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in the proxy statement.

THE COMPENSATION COMMITTEE

David S. Haffner, Chair
Roger D. O'Shaughnessy
William J. Bolton
Timothy M. Manganello
William J. Scholle

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary ($)	Bonus ($) (1)	Stock Awards ($) (2)	Non-Equity Incentive Plan Compensation ($) (3)	Change in Pension Value and Non-qualified Deferred Compensation Earnings ($) (4)	All Other Compensation ($) (6)	Total ($)
Henry J. Theisen	2010	900,000	218,750	3,140,168	1,887,570	3,528,132	19,987	9,694,607
President &	2009	875,000	218,750	2,004,116	1,750,000	825,922	32,167	5,705,955
Chief Executive Officer	2008	786,083		1,795,230	334,453	754,413	9,548	3,679,727
Gene C. Wulf	2010	564,000	123,525	1,180,667	709,726	960,729	11,607	3,550,254
Executive Vice	2009	549,000	123,525	754,476	658,800	-15,076	10,364	2,081,089
President(5)	2008	529,000		876,160	151,176	73,200	8,222	1,637,758
Scott B. Ullem	2010	465,000	67,500	973,424	585,147		29,944	2,121,015
Vice President and Chief Financial Officer(5)	2009	450,000	67,500	618,426	540,000		24,634	1,700,560
William F. Austen	2010	472,000	69,000	988,107	593,955	604,185	32,278	2,759,525
Vice President,	2009	460,000	69,000	632,148	552,000	283,385	27,243	2,023,776
Operations	2008	442,000		739,260	126,313	227,758	23,542	1,558,873
Eugene H. Seashore, Jr	2010	435,000	53,125	819,566	456,163	518,318	10,757	2,292,929
Senior Vice President	2009	425,000	53,125	525,659	425,000	-18,382	1,029	1,411,431
	2008	413,000		629,740	98,355	-173,777	7,623	974,941
James W. Ransom, Jr. Vice President, Operations	2010	355,000	42,500	743,177	446,725	37,750	28,229	1,653,381

(1)
No discretionary bonus was paid in 2008. In 2009, the Compensation Committee approved discretionary bonuses for Executive Officers for the effort and success attributed to the Alcan Packaging Food Americas acquisition work. Executive Officers received a discretionary award based on a percentage of their normal BEOPP award, with 50% paid in November 2009 and 50% paid upon the successful completion of the acquisition in March 2010.

(2)
Reflects the grant date fair value of stock awards granted in each fiscal year, calculated in accordance with FASB ASC Topic 718. For stock awards granted in 2008, this includes the number of units awarded, multiplied by the grant date closing price of a share of Company stock for the time-based awards that were granted. For the years 2009 and 2010, both time-based and performance-based awards were granted. Time-based awards have a five year vesting period and performance-based awards have a three year vesting period. Time-based awards are valued at the number of units awarded multiplied by the grant date closing price of a share of Company stock. Performance-based awards are valued at the number of shares expected to vest based on the probable outcome pursuant to FASB ASC Topic 718, multiplied by the grant date closing price of a share of Company stock. Assuming that the performance-based awards vest at the maximum performance level, the value of the 2010 award at the grant date was: Mr. Theisen-$2,752,172; Mr. Wulf-$1,034,758; Mr. Ullem-$853,149; Mr. Austen-$866,017; Mr. Seashore-$718,301and Mr. Ransom-$651,351.

(3)

The amounts in this column reflect cash awards paid to the named individuals under the BEOPP, which is discussed in further detail in the Compensation Discussion and Analysis.

(4)

The amounts in this column reflect the actuarial increase in the present value of the Named Executive Officers' benefits under all established pension plans. Interest rate and mortality rate assumptions used are consistent with those shown in our financial statements. See Pension Benefits for more detailed information.

(5)

For four months in 2010, Mr. Wulf's role was Senior Vice President and Chief Financial Officer. In May 2010, Mr. Wulf was named Executive Vice President and Mr. Ullem was promoted to Vice President and Chief Financial Officer, having previously served as Vice President, Finance.

(6)
The amounts in this column include:

Name	Year	401k Match BIIP ($) (a)	Profit Sharing Contribution BIPSP ($) (b)	Life Insurance ($)	Perquisites ($) (c)	TOTAL ($)
Henry J. Theisen	2010	6,125		4,386	9,476	19,987
Gene C. Wulf	2010	6,125		4,071	2,907	13,103
Scott B. Ullem	2010	3,503	23,250	498	2,693	29,944
William F. Austen	2010	6,125	23,600	1,165	1,388	32,278
Eugene H. Seashore, Jr.	2010	6,125		3,049	1,583	10,757
James W. Ransom, Jr.	2010	6,125	17,750	842	3,512	28,229

(a)
The BIIP 401(k) is available to all eligible salaried and non-union hourly employees, including all Executive Officers. Participants contribute by making tax advantaged (pre-tax) employee contributions that are then matched by the Company in Bemis stock. The match is 50% of the first 2% of employee contributions and then a 25% match on any contributions above 2% up to an 8% maximum match. To qualify for participation, the employee must meet all eligibility requirements and regularly contribute to the Plan at a minimum of 3% of covered pay for the entire year.

(b)
The BIPSP profit sharing plan is available to all eligible salaried and non-union hourly employees who are not grandfathered in the Bemis Defined Benefit Retirement Plans. The amounts reflected represent contributions made in 2011 for 2010 performance.

(c)
No perquisites received by the Named Executive Officers exceeded the $10,000 threshold amount.

GRANTS OF PLAN BASED AWARDS IN 2010

Name	Eff Grant Date	Award Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards Threshold ($)	Target ($) (1)	Max ($)	Estimated Future Payouts Under Equity Incentive Plan Awards Threshold (#)	Target (#) (2)	Max (#)	Grant Date Fair Market Value ($) (3)
Henry J. Theisen	01/04/10	10/28/09				46,411	46,411	46,411	1,376,086
	01/04/10	10/28/09				0	46,411	92,822	1,764,082
			225,000	900,000	1,890,000				
Gene C. Wulf	01/04/10	10/28/09				17,450	17,450	17,450	517,393
	01/04/10	10/28/09				0	17,450	34,900	663,275
			84,600	338,400	710,640				
Scott B. Ullem	01/04/10	10/28/09				14,387	14,387	14,387	426,575
	01/04/10	10/28/09				0	14,387	28,774	546,850
			69,750	279,000	585,900				
William F. Austen	01/04/10	10/28/09				14,604	14,604	14,604	433,009
	01/04/10	10/28/09				0	14,604	29,208	555,098
			70,800	283,200	594,720				
Eugene H. Seashore, Jr.	01/04/10	10/28/09				12,113	12,113	12,113	359,150
	01/04/10	10/28/09				0	12,113	24,226	460,415
			54,375	217,500	456,750				
James W. Ransom, Jr.	01/04/10	10/28/09				10,984	10,984	10,984	325,676
	01/04/10	10/28/09				0	10,984	21,968	417,502
			53,250	213,000	447,300				

(1) The Bemis Executive Officer Performance Plan (BEOPP) is an annual, non-equity cash incentive program. The BEOPP provides guidelines for the calculation of annual non-equity incentive based compensation, subject to the Compensation Committee's oversight and approval. The short-term, non-equity incentive plan's measurement for payout is the increase in adjusted earnings per share over the previous year. Each Named Executive Officer has a target award opportunity (normal award) that is assigned as a percentage of annual base pay. These annual normal award targets range from 40% of annual base pay to 100% of annual base pay (as determined by the Compensation Committee). This normal award is subsequently adjusted by EPS performance, utilizing a performance scale (see performance scale in Compensation Discussion and Analysis). This annual payout is determined by comparing adjusted EPS year-over-year increase percent against the performance scale (see performance scale in Compensation Discussion and Analysis), wherein achieving 90% of adjusted year-over-year performance yields a 25% payout and achieving less than 90% adjusted EPS year-over-year yields no payout. In addition, if overall Company sales increase greater than 8% from the previous year, an additional 10% of the normal award is given.

(2) The Restricted Stock Award Plan provides for issuance of equity units to all Executive Officers and other key employees, including the Named Executive Officers. For all Executive Officers, beginning in 2009, the Committee provided both time and performance-based annual grants. Time-based restricted share units vest after a five-year period, subject to accelerated vesting for retirement eligible participants, and performance-based restricted share units vest after a three-year period. The Committee uses a formula tied to base salary to set the number of restricted share units awarded annually. The Committee considers recommendations

from Towers Watson and sets the percent of base salary used for each Executive Officer's award. The share price used to determine both time and performance-based units was the 13 month adjusted stock price close average for the period November 2008 to November 2009, or $24.24. The maximum payout for the performance-based restricted share units is two times the target.

(3) Grant date fair market value for the time-based restricted share units is the number of units, multiplied by the closing market price on the grant date, which was $29.65. Grant date fair market value for the performance-based restricted share units is the number of shares expected to vest based on the probable outcome pursuant to FASB ASC Topic 718, multiplied by the grant date closing price of a share of Company stock.

OUTSTANDING EQUITY AWARDS AT 2010 FISCAL YEAR END

		Option Awards						**Stock Awards**		
				(1)		**(2)**	**(3)**		**(4)**	
Name	**Number of Securities Underlying Unexercised Options (#) Exercisable**	**Number of Securities Underlying Unexercised Options (#) Unexercisable**	**Option Exercise Price ($)**	**Option Expiration Date**		**Number of Shares or Units of Stock That Have Not Vested (#)**	**Market Value of Shares or Units of Stock That Have Not Vested ($)**		**Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)**	**Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)**
Henry J. Theisen	31,608		24.8150	01/01/13			320,068			
					(5)	9,800	865,523			
					(6)	26,501	868,789			
					(7)	26,601	1,212,633			
					(8)	37,129				
								(9)	37,154	1,213,450
								(10)	46,411	1,515,783
Gene C. Wulf	14,176		24.5900	01/01/12						
	24,082		24.8150	01/01/13						
								(9)	13,987	456,815
								(10)	17,450	569,917
Scott B. Ullem					(6)	25,000	816,500			
					(7)	13,681	446,821			
					(8)	14,387	469,879			
								(9)	11,465	374,447
								(10)	14,387	469,879
William F. Austen					(5)	26,000	849,160			
					(6)	27,000	881,820			
					(7)	13,985	456,750			
					(8)	14,604	476,967			
								(9)	11,719	382,743
								(10)	14,604	476,967
Eugene H. Seashore, Jr.					(8)	9,690	316,475			
								(9)	9,745	318,272
								(10)	12,113	395,611
James W. Ransom, Jr.					(5)	20,000	653,200			
					(6)	13,000	424,580			
					(7)	6,891	225,060			
					(8)	10,984	358,737			
								(9)	5,775	188,612
								(10)	10,984	358,737

(1)

All options expire 10 years from the date of issuance.

(2)

The restricted stock award plan provides for issuance of equity units to all Executive Officers and other key employees, including the Named Executive Officers. For all Executive Officers, the Committee provides annual grants of restricted time-based units that vest after a five-year period and beginning in 2009, performance-based units that vest after a three-year period, with all time-based units subject to accelerated vesting for retirement eligible participants. The Committee uses a formula tied to base salary to set the number of restricted shares awarded annually. The Committee considers recommendations from Towers Watson and sets the percent of base salary used for each Executive Officer's award. The Committee has set the formula as a percent of base salary, divided by a fixed share price to determine the number of restricted units awarded. For awards granted in 2010, the fixed share price used was the 13-month average adjusted stock price close for the period November 2008 to November 2009, or $24.24. Time based awards have a five-year vesting period and the performance-based awards have a three-year vesting period and will vest based on our TSR performance relative to our comparator group. All Executive Officers receive dividend equivalent payments on the number of outstanding restricted share units for awards made prior to January 2010. Dividend equivalents on awards granted on or after 2010, are accrued and paid out when the units fully vest.

(3)

Market value of shares or units is determined by multiplying the number of units by the 12/31/2010 Bemis closing share price ($32.66).

(4) Number of performance-based restricted share units awarded on 1/1/2009 and 1/1/2010 that have not vested. The units will vest on 12/31/2011 and 12/31/2012 respectively, based on our TSR performance relative to our comparator group, but are not subject to accelerated vesting for retirement eligible participants.

(5) Number of time-based restricted share units awarded on 1/1/2007 that have not vested. The units will vest on 12/31/2011, subject to accelerated vesting for retirement eligible participants.

(6) Number of time-based restricted share units awarded on 1/1/2008 that have not vested. The units will vest on 12/31/2012, subject to accelerated vesting for retirement eligible participants.

(7) Number of time-based restricted share units awarded on 1/1/2009 that have not vested. The units will vest on 12/31/2013, subject to accelerated vesting for retirement eligible participants.

(8) Number of time-based restricted share units awarded on 1/1/2010 that have not vested. The units will vest on 12/31/2014, subject to accelerated vesting for retirement eligible participants.

(9) Number of performance-based restricted share units awarded 1/1/2009 that would be earned based on achieving target performance that have not vested, multiplied by the 12/31/2010 Bemis closing share price ($32.66).

(10) Number of performance-based restricted share units awarded on 1/1/2010 that would be earned based on achieving target performance that have not vested, multiplied by the 12/31/2010 Bemis closing share price ($32.66).

OPTION EXERCISES AND STOCK VESTED IN 2010

	Option Awards		Stock Awards		
Name	**Number of Shares Acquired on Exercise (#)**	**Value Realized on Exercise ($)**	**Number of Shares Acquired on Vesting (#)**	**Value Realized on Vesting ($)**	
	(1)		(2)		
Henry J. Theisen	22,358	182,441	45,000	1,350,450	(3)
			50,800	1,659,128	(4)
Gene C. Wulf	21,414	301,482	35,000	1,050,350	(3)
			55,843	1,823,832	(4)
Scott B. Ullem					
William F. Austen			67,000	2,010,670	(3)
			29,000	947,140	(4)
Eugene H. Seashore, Jr.	27,268	130,106	24,000	720,240	(3)
			11,726	382,971	(4)
James W. Ransom, Jr.			22,000	660,220	(3)

(1) Represents options exercised in 2010 and the total value realized is determined by calculating the difference in value between the stock price on the date of grant and the stock price on the date of exercise.

(2) For all retirement eligible Executive Officers (Messrs. Theisen, Wulf and Seashore), restricted share units vest at the rate of 1/60th per month until age 60, when all units are vested, with the exception of the performance-based units which are not subject to accelerated vesting. The figures represent the number of shares that vested in 2010 for each Named Executive Officer.

(3) Restricted share units vested and distributed in 2010, based on the fair market value upon vesting of $30.01.

(4) Restricted share units vested but not yet distributed (distribution will occur upon retirement or at the end of the grant term, whichever occurs first), to the Named Executive Officer. Dollar amount represents the share closing price ($32.66), on the date of vesting, multiplied by the number of units vested.

2010 NON-QUALIFIED DEFERRED COMPENSATION

Officers	Executive Contributions in Last Fiscal Year ($)	Registrant Contributions in Last Fiscal Year ($)	Aggregate Earnings in Last Fiscal Year ($)	Aggregate Withdrawals/ Distributions ($)	Aggregate Balance at Last Fiscal Year-End ($)
Henry J. Theisen					
Gene C. Wulf					
Scott B. Ullem					
William F. Austen (1)				26,993	0
Eugene H. Seashore, Jr.					
James W. Ransom, Jr.			13,514		181,471

Deferred compensation shown above was provided under the terms of the Bemis Long-Term Deferred Compensation Plan. The plan allows deferral of short-term cash incentives. Earnings shown include changes in the value of phantom share units, the reinvestment of related dividend equivalents, and interest credited at a rate equal to the prime rate as of the beginning of the year, compounded on a quarterly basis.

(1) The balance of Mr. Austen's account was distributed in 2010.

2010 PENSION BENEFITS

The table below shows the present value of accumulated benefits payable to each of the Named Executive Officers, including the number of years of service credited to each Named Executive Officer, under each of the Retirement Plans and Supplemental Retirement Plans, determined using interest rate and mortality rate assumptions described below.

Name	Plan Name (1)(2)	Number of Years Credited Service (#)	Present Value of Accumulated Benefit ($) (3)
Henry J. Theisen	Bemis Retirement Plan (BRP)	34.96	1,421,113
	Bemis Supplemental Retirement Plan (Supplemental Plan)	34.96	6,752,280
	Bemis Supplemental Retirement Plan for Senior Officers	34.96	3,048,982
	Total		**11,222,375**
Gene C. Wulf	Bemis Retirement Plan (BRP)	35.33	1,532,869
	Bemis Supplemental Retirement Plan (Supplemental Plan)	35.33	3,645,076
	Bemis Supplemental Retirement Plan for Senior Officers	35.33	1,109,722
	Total		**6,287,667**
Scott B. Ullem (4)	Bemis Retirement Plan (BRP)		
	Bemis Supplemental Retirement Plan (Supplemental Plan)		
	Bemis Supplemental Retirement Plan for Senior Officers		
	Total		
William F. Austen	Bemis Retirement Plan (BRP)	5.80	120,893
	Bemis Supplemental Retirement Plan (Supplemental Plan)	5.80	326,902
	Bemis Supplemental Retirement Plan for Senior Officers	10.80	1,511,642
	Total		**1,959,437**
Eugene H. Seashore, Jr.	Bemis Retirement Plan (BRP)	30.98	1,356,483
	Bemis Supplemental Retirement Plan (Supplemental Plan)	30.98	2,425,731
	Bemis Supplemental Retirement Plan for Senior Officers	30.98	612,205
	Total		**4,394,419**
James W. Ransom, Jr.	Bemis Retirement Plan (BRP)	3.12	49,149
	Bemis Supplemental Retirement Plan (Supplemental Plan)	3.12	69,381
	Bemis Supplemental Retirement Plan for Senior Officers		
	Total		**118,530**

Key Assumptions	12/31/2010	12/31/2009
Discount Rate	5.25%	5.75%
Expected Retirement Age	Earliest unreduced age	Earliest unreduced age
Pre-Retirement Decrements	None	None
Post-Retirement Mortality	RP 2000 Projected from 2000 to 2010	RP 2000 Projected from 2000 to 2009
Form of Payment		
BRP	Single Life Annuity	Single Life Annuity
Supplemental	Lump Sum	Lump Sum
Senior Officer Plan	Lump Sum	Lump Sum
Lump Sum Assumptions		
Interest	5.00%	5.00%
Mortality	IRS 2010 Applicable Mortality Table	IRS 2009 Applicable Mortality Table

(1)

Bemis Retirement Plan (BRP) and Bemis Supplemental Retirement Plan (Supplemental Plan) Both the BRP and the Supplemental Plan are non-contributory defined benefit plans with an offset for Social Security, which provides benefits determined primarily by final average salary and years of service. Final average salary is determined by using the highest five consecutive years of earnings out of the last fifteen. Eligible earnings include regular annual base compensation plus any annual non-equity cash incentive earned. The benefit formula is 50% of the final average salary, less 50% of the estimated Social Security benefit. Benefits are generally accrued over a 30-year period. The Supplemental Plan is a non-qualified defined benefit "excess" plan that provides an additional benefit which would have been provided under the BRP but for the limitations imposed by IRC Section 415 (maximum benefits) and IRC Section 401(a)(17) (maximum compensation). The provisions of the Supplemental Plan generally mirror the BRP, except the Supplemental Plan provides for a present value lump sum payment option, while the BRP does not. The Named Executive Officers that meet the eligibility requirements for early retirement as of December 31, 2010 are Theisen, Wulf and Seashore. Early retirement eligibility is age 55 with 10 years of service. The early retirement benefit equals the normal retirement benefit, reduced by 2% each year from age 65 to age 62, then reduced 4% each year to age 55. In addition, a Social Security supplement is payable from early retirement until age 65.

(2)

Similar to the BRP and Supplemental Plans, the total benefits under the Bemis Supplemental Retirement Plan for Senior Officers is 50% of final average earnings, less 50% of the estimated Social Security benefit, then offset by the BRP and Supplemental Plan benefit amounts. However, unlike the BRP and the Supplemental Plan, benefits under the Bemis Supplemental Retirement Plan for Senior Officers accrue over a 20-year period. In addition, final average earnings are calculated using the highest five years during the last 15, whether or not they are consecutive. The Named Executive Officers that meet the eligibility requirements for early retirement as of December 31, 2010 are Theisen, Wulf and Seashore. Benefits under the Bemis Supplemental Retirement Plan for Senior Officers vest upon attainment of age 50 with 20 years of service, or when combined age and service totals 75 or more. The early retirement eligibility is the same as the vesting eligibility notes above, except that the Senior Officer cannot commence payment prior to age 55. The Bemis Supplemental Retirement Plan for Senior officers has no early retirement reductions and a present value lump sum form of payment is offered.

(3)

All assumptions used to calculate the present value of accumulated benefits under the BRP, Supplemental Plan and Bemis Supplemental Retirement Plan for Senior Officers, are the same as those used in our financial statements as of December 31, 2010, except for the assumed retirement age. The assumed retirement age has been changed to reflect the earliest unreduced age under the Bemis Supplemental Retirement Plan for Senior officers. Lump sums under the Supplemental and Bemis Supplemental Retirement Plan for Senior Officers were calculated assuming a 5% lump sum interest rate and the IRS 2010 Applicable Mortality Table.

(4)

Any employee hired after January 1, 2006, including Mr. Ullem, is not eligible to participate in any of the Bemis Defined Benefit Retirement Programs.

2010 DIRECTOR COMPENSATION

Director compensation is approved by the Board of Directors, after the Compensation Committee recommends appropriate annual pay levels. The Committee determines appropriate pay levels using the expertise and data supplied by Towers Watson. The components of Director pay include cash or stock in lieu of cash, restricted share units and an additional cash payment for Directors who serve as Chairs on the various Committees. For 2010, the Board approved annual board compensation of $75,000 and annual restricted share units valued at $75,000. In addition, the Committee Chairs receive a payment of cash or stock in lieu of cash in the amount of $15,000, and Director Bolton receives an additional $30,000 as lead independent Director. The fees earned or paid in the cash column represent earnings for 2010 paid in 2011. There are no gross-up benefits provided to Directors.

Name	Fees Earned or Paid in Cash ($)	Stock Award 2009 ($) (1)	All Other Compensation ($) (2)	Total ($)
William J. Bolton	105,000	75,000	1,211	181,211
David S. Haffner	90,000	75,000	1,609	166,609
Barbara L. Johnson	75,000	75,000		150,000
Timothy M. Manganello (3)	75,000	75,000		150,000
Roger D. O'Shaughnessy (3)	75,000	75,000	2,813	152,813
Paul S. Peercy (4)	75,000	75,000		150,000
Edward N. Perry	75,000	75,000	1,211	151,211
William J. Scholle	75,000	75,000	2,992	152,992
Holly A. Van Deursen (5)	75,000	75,000	1,568	151,568
Philip G. Weaver	90,000	75,000	1,645	166,645

(1) Represents the aggregate grant date fair value computed in accordance with FASB ASC Topic 718 (2,552 shares multiplied by the stock closing price on 5/5/2010 or $29.39=$75,000).

(2) Represents compensation received for spousal travel and related expenses to a 2010 Board Meeting.

(3) Directors Manganello and O'Shaughnessy elected to receive their annual retainer and Chair fees, if any, in the form of Bemis shares in lieu of cash.

(4) Director Peercy elected to receive his annual retainer in the form of 50% Bemis shares and 50% in cash.

(5) Director Van Deursen elected to receive her annual retainer in the form of 20% Bemis shares and 80% in cash.

Aggregate number of vested options outstanding for Directors at the end of 2010:

Director Name	Aggregate Number of Vested Options Outstanding (#)
William J. Bolton	
David S. Haffner	
Barbara L. Johnson	10,000
Timothy M. Manganello	
Roger D. O'Shaughnessy	
Paul S. Peercy	
Edward N. Perry	
William J. Scholle	5,400
Holly A. Van Deursen	
Philip G. Weaver	

POTENTIAL PAYMENTS UPON TERMINATION, INCLUDING FOLLOWING CHANGE OF CONTROL FOR 2010

The following table describes the potential payments and benefits under the Company's compensation and benefit plans and arrangements to which the Named Executive Officers would be entitled to upon termination of employment, including following a change of control. Except for certain terminations following a change of control of the Company as described below(1)(2), and involuntary termination as shown below, there are no other agreements, arrangements or plans that entitle Executive Officers to severance, perquisites, or other enhanced benefits upon termination of their employment. Any agreement to provide such payments or benefits to a terminating Executive Officer (other than following a change of control) would be at the discretion of the Compensation Committee. In the case of an involuntary termination, a severance award would be payable based on grade level and service, with the maximum award typically equal to one-year of base pay.

Potential Payments Upon Termination of Employment, Including Following a Change of Control

Named Executive	Event	Cash Severance Payment (salary, bonus, etc.) ($)	Incremental Pension Benefit (present value) ($) (3)	Continuation of Medical/Welfare Benefits (present value) ($)	Acceleration and Continuation of Equity Awards ($) (4)	Excise Tax Adjustment ($)
Henry J. Theisen	Death				5,996,245	
	Disability				5,996,245	
	Voluntary termination					
	Voluntary retirement					
	Involuntary termination	900,000				
	Involuntary termination for cause					
	(1) Involuntary or constructive termination after change of control	9,465,189		82,500	5,996,245	6,057,149
Gene C. Wulf	Death				1,026,732	
	Disability				1,026,732	
	Voluntary termination					
	Voluntary retirement					
	Involuntary termination	564,000				
	Involuntary termination for cause					
	(1) Involuntary or constructive termination after change of control	4,182,006		82,500	1,026,732	2,225,468
Scott B. Ullem	Death				2,577,527	
	Disability				2,577,527	
	Voluntary termination					
	Voluntary retirement					
	Involuntary termination	465,000				
	Involuntary termination for cause					
	(2) Involuntary or constructive termination after change of control	1,822,800		55,000	2,577,527	1,511,886

Named Executive	Event	Cash Severance Payment (salary, bonus, etc.) ($)	Incremental Pension Benefit (present value) ($) (3)	Continuation of Medical/Welfare Benefits (present value) ($)	Acceleration and Continuation of Equity Awards ($) (4)	Excise Tax Adjustment ($)
William F. Austen	Death				3,524,406	
	Disability				3,524,406	
	Voluntary termination					
	Voluntary retirement					
	Involuntary termination	472,000				
	Involuntary termination for cause					
	(1) Involuntary or constructive termination after change of control	3,574,942		82,500	3,524,406	2,427,204
Eugene H. Seashore, Jr.	Death				1,030,358	
	Disability				1,030,358	
	Voluntary termination					
	Voluntary retirement					
	Involuntary termination	435,000				
	Involuntary termination for cause					
	(1) Involuntary or constructive termination after change of control	2,998,603		82,500	1,030,358	1,650,850
James W. Ransom, Jr.	Death				2,208,926	
	Disability				2,208,926	
	Voluntary termination					
	Voluntary retirement					
	Involuntary termination	355,000				
	Involuntary termination for cause					
	(1) Involuntary or constructive termination after change of control	2,087,400		82,500	2,208,926	1,607,485

(1) Involuntary or constructive termination after change of control: provides salary, bonus, non-vested equity units outstanding, equity units to be granted in 2010, and an excise tax adjustment. The cash column represents three (3) times the annual base salary and three (3) times the highest bonus paid a cash payment equal to the value of the 2010 restricted share award made to the Named Executive Officers and three (3) times the benefit costs calculated at 30 percent of base pay. The continuation of medical/welfare benefits column represents $82,500 in estimated health, welfare and life insurance cost for a three (3) year period.

(2) Involuntary or constructive termination after change of control: provides salary, bonus, non-vested equity units outstanding and tax gross-up values. The cash column represents two (2) times the annual base salary and two (2) times the highest bonus paid and two (2) times the benefit costs calculated at 30 percent of base pay. The continuation of medical/welfare benefits column represents $55,000 in estimated health, welfare and life insurance cost for a two (2) year period.

(3) Vested pension benefits, if any, for the Named Executive Officers are not listed in this table because they are already provided under Pension Benefits.

(4) The acceleration and Continuation of Equity Awards column for an involuntary or constructive termination after change of control includes the value of all currently non-vested equity units outstanding from the Outstanding Equity Awards Table, including both time and performance-based awards.

MANAGEMENT AGREEMENTS

We have Management Agreements ("Agreements") with Mr. Theisen and the other Executive Officers that become effective only upon a change of control event. A change of control event is deemed to have occurred if any person acquires or becomes a beneficial owner, directly or indirectly, of our securities representing 20 percent or more of the combined voting power of our then outstanding securities entitled to vote generally in the election of Directors, or 20 percent or more of the then outstanding shares of our Common Stock. If, in connection with a change of control event, an Executive Officer is terminated involuntarily or constructively involuntarily terminated, such Executive Officer will be entitled:

(a) to immediately receive from us or our successor, a lump-sum cash payment in an amount equal to three times (or two times for Executive Officers elected in 2008 or later) the sum of (1) the executive's annual salary for the previous year, or, if higher, the executive's annual salary in effect immediately prior to the change of control event; (2) the executive's target bonus for the current year, or, if higher, the highest annual bonus received by the executive during the previous five years; and (3) the estimated value of fringe benefits and perquisites;

(b) to immediately receive from us or our successor (for Executive Officers elected before 2007), a lump-sum cash payment in an amount equal to the executive's most recent annual grant of equity units multiplied by the value of a share of our common stock on the day immediately prior to the change of control event; and

(c) for three years (or two years for Executive Officers elected in 2008 or later) after the "Involuntary Termination" or "Constructive Involuntary Termination", to participate in any health, disability, and life insurance plan or program in which the executive was entitled to participate immediately prior to the change of control event; but

notwithstanding anything to the contrary above, the executive will not be entitled to benefits under subparagraphs (a), (b) or (c) above for any time following the executive's sixty-fifth (65^{th}) birthday.

For purposes of the Agreements, "Involuntary Termination" means a termination by us of the executive's employment that is not a termination for "Cause" and that is not on account of the death or disability of the executive.

"Constructive Involuntary Termination" means any of the following events: (1) reduction of the executive's title, duties, responsibilities, or authority, other than for Cause or disability; (2) reduction of the executive's annual base salary; (3) reduction of the aggregate benefits under our pension, profit sharing, retirement, life insurance, medical, health and accident, disability, bonus and incentive plans, and other employee benefit plans and arrangements or reduction of the number of paid vacation days to which the executive is entitled; (4) we fail to obtain assumption of the Agreement by any successor; (5) we require the executive to perform his primary duties at a location that is more than 25 miles further from his primary residence than the location at which he performs his primary duties on the effective date of the Agreement; or (6) a termination of employment with us by the executive after any of the other occurrences listed.

"Cause" means, and is limited to, (1) willful and gross neglect of duties by the executive that has not been substantially corrected within 30 days after his receipt from us of written notice describing the neglect and the steps necessary to substantially correct it, or (2) an act or acts committed by the executive constituting a felony and substantially detrimental to us or our reputation.

In 2008, new Management Agreements were approved for all incoming Executive Officers. These agreements provide for two (2) years of payments (versus the previously executed Management Agreements that provide for three (3) years of payments) and provide no additional payments for any restricted share unit awards.

Effective January 1, 2009, the Compensation Committee eliminated the Internal Revenue Code §280G excise tax adjustments from payments due under new Management Agreements.

REPORT OF THE AUDIT COMMITTEE

The Company's Audit Committee is composed of five independent non-employee directors. It is responsible for overseeing the Company's financial reporting and the Company's controls regarding accounting and financial reporting. In performing its oversight function, the Committee relies upon advice and information received in written form and in its quarterly discussions with the Company's management, the Company's Director of Global Financial Compliance, the Company's Director of Internal Audit and the Company's independent registered public accounting firm, PricewaterhouseCoopers LLP. The Company's Director of Global Financial Compliance, the Company's Director of Internal Audit, and PricewaterhouseCoopers have direct access to the Audit Committee at any time on any issue of their choosing and the Committee has the same direct access to the Company's Director of Global Financial Compliance, the Director of Internal Audit and PricewaterhouseCoopers. The Committee meets privately with the Director of Internal Audit, with the Company's Director of Global Financial Compliance, and with PricewaterhouseCoopers at least four times a year.

Specifically, the Committee has (i) reviewed and discussed the Company's audited financial statements for the fiscal year ended December 31, 2010 with the Company's management; (ii) met and discussed the financial statements and related issues with senior management, the Company's Director of Global Financial Compliance, the Company's Director of Internal Audit (iii) met and discussed with PricewaterhouseCoopers the matters required to be discussed by Statement on Auditing Standards No. 61 regarding communication with audit committees (Codification of Statements on Auditing Standards, AU sec. 380); (iv) received the written notice from PricewaterhouseCoopers regarding their independence, and (v) approved related person policy transactions in accordance with the Related Persons Transaction Policy.

INDEPENDENT REGISTERED PUBLIC ACCOUNTANT FEES

The following table presents aggregate fees for professional audit services rendered by PricewaterhouseCoopers for the audit of the Company's annual financial statements for the years ended December 31, 2010 and 2009, and fees billed for other services rendered by PricewaterhouseCoopers during those periods.

	2010	2009
Audit Fees (1)	$ 3,211,601	$ 2,241,388
Audit-Related Fees (2)	1,084,148	1,739,203
Tax Fees (3)	132,219	430,269
Total Fees	$ 4,427,968	$ 4,410,860

(1) *Audit Fees* These are fees for professional services performed by PricewaterhouseCoopers for the integrated audits of the Company's annual financial statements and reviews of financial statements included in the Company's 10-Q filings and services that are normally provided in connection with statutory and regulatory filings or engagements.

(2) *Audit-Related Fees* These are fees for the assurance and related services performed by PricewaterhouseCoopers that are reasonably related to the performance of the audit or review of the Company's financial statements, including due diligence projects.

(3) *Tax Fees* These are fees for professional services performed by PricewaterhouseCoopers with respect to tax compliance, tax advice and tax planning. This includes review and/or preparation of certain foreign tax returns and tax consulting relating to due diligence projects.

The Audit Committee approved all audit and non-audit services provided to the Company by the Company's independent registered public accounting firm in accordance with its policy, prior to management engaging the auditor for that purpose. The Committee's current practice is to consider for pre-approval annually all audit and non-audit services proposed to be provided by the Company's independent registered public accounting firm. In making its recommendation to appoint PricewaterhouseCoopers as the Company's independent registered public accounting firm, the Audit Committee has considered whether the provision of the non-audit services rendered by PricewaterhouseCoopers is compatible with maintaining that firm's independence.

Based on the Committees' review and discussions with senior management, the Director of Global Financial Compliance, the Director of Internal Audit and PricewaterhouseCoopers referred to above, the Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010 for filing with the Securities and Exchange Commission.

THE AUDIT COMMITTEE

Philip G. Weaver, Chair and Financial Expert
Barbara L. Johnson
Paul S. Peercy
Edward N. Perry
Holly A. Van Deursen

PROPOSAL 2 ADVISORY VOTE ON EXECUTIVE COMPENSATION ("SAY-ON-PAY VOTE")

The recently enacted Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act"), enables our shareholders to vote on an advisory, non-binding basis, on the compensation of our named executive officers as disclosed in this proxy statement.

As described in detail under the heading "Executive Compensation Compensation Discussion and Analysis," our executive compensation programs are designed to attract, motivate, reward and retain our named executive officers, who are vital to our success. Our compensation policies and practices were designed based upon a pay-for-performance philosophy and are strongly aligned with the long-term interests of our shareholders. Please read the "Compensation Discussion and Analysis" in this proxy statement for additional details about our executive compensation programs, including information about the 2010 compensation of our named executive officers.

We are asking our shareholders to indicate their support for our named executive officer compensation as described in this proxy statement. This proposal, commonly known as a "say-on-pay" proposal, gives our shareholders the opportunity to express their views on our named executive officers' compensation. This vote is not intended to address any specific type of compensation, but rather the overall compensation of our named executive officers and policies and practices described in this proxy statement. Accordingly, our Board of Directors recommends that our shareholders vote "FOR" the following resolution:

"RESOLVED, that Bemis' shareholders approve, on an advisory basis, the compensation of the named executive officers, as disclosed in Bemis' Proxy Statement for the 2011 Annual Meeting of Shareholders, including the Compensation Discussion and Analysis, the 2010 Summary Compensation Table and the other related tables and disclosure."

The Say-on-Pay Vote is advisory, and therefore not binding on Bemis, the Compensation Committee or our Board of Directors. However, we value shareholders' opinions, and we will consider the outcome of the Say-on-Pay Vote when determining future executive compensation programs.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.

PROPOSAL 3 ADVISORY VOTE ON THE FREQUENCY OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION ("FREQUENCY VOTE")

The Dodd-Frank Act also enables our shareholders to indicate how frequently we should seek an advisory vote on the compensation of our named executive officers, such as Proposal 2 of this proxy statement. By voting on this Proposal 3, shareholders may indicate whether they would prefer an advisory vote on named executive officer compensation once every one, two, or three years. The Frequency Vote is advisory, and therefore not binding on the Company, the Compensation Committee, or the Board of Directors. However, the Board of Directors is committed to excellence in governance and is aware of the significant interest in executive compensation matters by investors and the general public.

The Board of Directors has concluded that an advisory vote once every three years is most appropriate based on our compensation program. We have designed our executive compensation program to attract, motivate, reward, and retain our senior management talent over a multi-year period. This is required to achieve our corporate objectives and to increase long-term shareholder value. Accordingly, we believe it is appropriate to conduct a say-on-pay vote over a similar time frame. A three-year time period balances the need for regular input on executive compensation while providing sufficient time to evaluate the short-term and long-term effectiveness of our executive compensation program. Furthermore, if and when we make changes to the executive compensation program, a three year time period provides sufficient time to effectively implement the changes and evaluate the short-term and long-term effectiveness.

Please cast your vote on your preferred voting frequency by choosing the option of one year, two years, three years, or abstain from voting.

The option of one year, two years, or three years that receives the highest number of votes cast by shareholders will be the frequency for the advisory vote on executive compensation that has been selected by shareholders. This vote is advisory and non-binding on Bemis, and the Board may determine that it is in the best interests of the shareholders and Bemis to hold an advisory vote on executive compensation more or less frequently than the option determined by our shareholders. We value our shareholders' opinions and will consider the outcome of the Frequency Vote when determining how often to hold a say-on-pay vote.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE OPTION OF ONCE EVERY THREE YEARS AS THE FREQUENCY WITH WHICH SHAREHOLDERS ARE PROVIDED AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.

PROPOSAL 4 RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2011

A further purpose of the meeting is to vote on the ratification of the appointment of the independent registered public accounting firm ("auditor") for the year ending December 31, 2011. While Missouri law, our Restated Articles of Incorporation, and our By-Laws do not require submission to the shareholders the question of appointment of auditors, it has been the policy of our Board of Directors since 1968 to submit the matter for shareholder consideration in recognition that the basic responsibility of the auditors is to the shareholders and the investing public. Therefore, the Audit Committee of the Board of Directors recommends shareholder ratification of the appointment of PricewaterhouseCoopers LLP, which has served as our auditor for many years. If the shareholders do not ratify this appointment, the Audit Committee will consider other independent auditors. A representative of PricewaterhouseCoopers LLP will be present at the meeting, with the opportunity to make a statement and to respond to questions.

The proxies will vote your proxy for ratification of the appointment of PricewaterhouseCoopers LLP unless you specify otherwise in your proxy.

THE AUDIT COMMITTEE RECOMMENDS THAT SHAREHOLDERS VOTE FOR RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP.

SUBMISSION OF SHAREHOLDER PROPOSALS

We must receive all shareholder proposals to be presented at the 2012 annual meeting of shareholders that are requested to be included in the proxy statement and form of proxy relating thereto not later than November 23, 2011.

Shareholder proposals to be brought before any meeting of shareholders or nominations of persons for election as a Director at any meeting of shareholders must be made pursuant to timely notice in writing to the Secretary of the Company. To be timely, notice by the shareholder must be delivered or received at our principal executive offices not less than 90 days before the first anniversary of the preceding year's annual meeting, which, for next year, is February 5, 2012, which is a Sunday. If, however, the date of the annual meeting is more than 30 days before or after such anniversary date, notice by a shareholder shall be timely only if delivered or received not less than 90 days before such annual meeting, or, if later, within 10 business days after the first public announcement of the date of such annual meeting. The notice must set forth certain information concerning such proposal or such shareholder and the nominees, as specified in our Bylaws. The presiding Officer of the meeting will refuse to acknowledge any proposal not made in compliance with the foregoing procedure.

The Board of Directors is not aware of any other matters to be presented at the meeting. However, if any matter other than those referred to above should come before the meeting, it is the intention of the persons named in the enclosed proxy to vote such proxy in accordance with their best judgment.

HOUSEHOLDING

The SEC permits a procedure, called "householding", for the delivery of proxy information to shareholders. Under householding, shareholders who share the same last name and address, and do not participate in electronic delivery, will receive only one copy of the proxy materials, including our Annual Report to Shareholders or, in some cases, one Notice of Internet Availability. We initiated householding to reduce printing costs and postage fees.

Shareholders wishing to continue to receive multiple copies of proxy materials or multiple Notices of Internet Availability may do so by completing and returning the "opt out" card previously mailed to you or by notifying us in writing or by telephone at Bemis Company, Inc., One Neenah Center, 4th Floor, P.O. Box 669, Neenah, Wisconsin 54957-0669, 920-727-4100. Upon such request, we will promptly deliver copies of the proxy materials or Notice of Internet Availability to a shareholder at a shared address to which a single copy of the documents was delivered.

Shareholders who share an address (but not the same last name) may request householding by notifying us at the above-referenced address or telephone number.

IMPORTANT NOTICE REGARDING AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 5, 2011

The following materials are available for view on the Internet:

proxy statement for the 2011 Annual Meeting of Shareholders;

2010 Annual Report to Shareholders; and

annual report on Form 10-K for the year ended December 31, 2010.

To view the proxy statement, 2010 Annual Report to Shareholders, or annual report on Form 10-K, visit *www.bemis.com/2011Annualmeeting*.

By Order of the Board of Directors

Sheri H. Edison
Vice President, Secretary and General Counsel

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