

THEISEN HENRY J  
Form 4  
December 06, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
THEISEN HENRY J

(Last) (First) (Middle)  
ONE NEENAH CENTER, 4TH FLOOR, P.O. BOX 669  
(Street)

NEENAH, WI 54957

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
BEMIS CO INC [BMS]

3. Date of Earliest Transaction (Month/Day/Year)  
12/03/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount or Price (A) (D)			
Common Stock	12/03/2010		M	3,109 (1) A \$ 32.75	110,547	D	
Common Stock	03/31/2010		J	265 A (4)	13,551	I	401(k) Plan
Common Stock	06/30/2010		J	158 A (4)	13,709	I	401(k) Plan
Common Stock	09/30/2010		J	106 A (4)	13,815	I	401(k) Plan
Common Stock					5,261	I (2)	Children

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Common Stock 3,067 I <sup>(3)</sup> Children

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Common Stock	<u>(5)</u>	01/02/2006		A	48,000	12/31/2010 <sup>(7)</sup> 12/31/2010	Common Stock
Common Stock	<u>(5)</u>	01/03/2007		A	49,000	12/31/2011 <sup>(8)</sup> 12/31/2011	Common Stock
Common Stock	<u>(5)</u>	01/02/2008		A	51,000	12/31/2012 <sup>(9)</sup> 12/31/2012	Common Stock
Common Stock	<u>(5)</u>	02/08/2008		A	15,000	01/01/2013 <sup>(10)</sup> 01/01/2013	Common Stock
Common Stock	<u>(5)</u>	01/13/2009		A	37,154	12/31/2011 <sup>(11)</sup> 12/31/2011	Common Stock
Common Stock	<u>(5)</u>	01/13/2009		A	44,336	12/31/2013 <sup>(12)</sup> 12/31/2013	Common Stock
Common Stock	<u>(5)</u>	01/01/2010		A	46,411	12/31/2012 <sup>(13)</sup> 12/31/2012	Common Stock
Common Stock	<u>(5)</u>	01/01/2010		A	46,411	12/31/2014 <sup>(14)</sup> 12/31/2014	Common Stock
Common Stock	\$ 24.59	01/01/2002	12/03/2010	M	22,358	<sup>(1)</sup> 12/31/2011	Common Stock
Common Stock	\$ 24.815	01/02/2003		A	31,608	<sup>(15)</sup> 12/31/2012	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THEISEN HENRY J ONE NEENAH CENTER, 4TH FLOOR P.O. BOX 669 NEENAH, WI 54957	X		President & CEO	

## Signatures

Sheri H. Edison Power of Attorney  
12/06/2010

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Exercise of Option to purchase 22,358 shares. Reporting Person attested to ownership of 16,787 shares to cover the cost of exercise and requested the Company to use 2,462 shares to cover withholding taxes, resulting in the issuance of 3,109 shares to Reporting Person.
  - (2) Reporting Person is Trustee of shares held in Trust for Dependent Child #1.
  - (3) Reporting Person is Trustee of shares held in Trust for Dependent Child #2.
  - (4) No price necessary for Edgar Filing - Company 401(k) Plan.
  - (5) Security converts to Common Stock on a one-for-one basis on date of conversion.
  - (6) Will know price on the date of conversion.
  - (7) Award under Bemis Time Accelerated Restricted Stock Appreciation Program (TARSAP) exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of December 31, 2010.
  - (8) Award under Bemis Time Accelerated Restricted Stock Appreciation Program (TARSAP) exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of December 31, 2011.
  - (9) Award under Bemis Time Accelerated Restricted Stock Appreciation Program (TARSAP) exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of December 31, 2012.
  - (10) Award under Bemis Time Accelerated Restricted Stock Appreciation Program (TARSAP) exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of January 1, 2013.
  - (11) Award under Bemis Performance Based Restricted Stock Award Program exempt under Rule 16b-3: Grant to Reporting Person of right to receive Performance Stock Units as of December 31, 2011, if certain performance targets are met by the Company.
  - (12) Award under Bemis Restricted Stock Award Program exempt under Rule 16b-3: Grant to Reporting Person of right to receive Restricted Stock Units as of December 31, 2013.
  - (13) Award under Bemis Performance Based Restricted Stock Award Program exempt under Rule 16b-3: Grant to Reporting Person of right to receive Performance Stock Units as of December 31, 2012, if certain performance targets are met by the Company.
  - (14) Award under Bemis Restricted Stock Award Program exempt under Rule 16b-3: Grant to Reporting Person of right to receive Restricted Stock Units as of December 31, 2014.
  - (15) Stock Option (right to buy) pursuant to Stock Option Plan exempt under Rule 16b-3: Options presently exercisable. Will know price on the date of exercise.
  - (16) Will know price on the date of exercise.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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