

WAUSAU PAPER CORP.
Form 4
February 23, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
CRAKER SHERRI L

(Last) (First) (Middle)

800 OAK RIDGE ROAD

(Street)

MOSINEE, WI 54455

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WAUSAU PAPER CORP. [WPP]

3. Date of Earliest Transaction
(Month/Day/Year)
02/19/2015

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)
SVP & CFO

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 (A) or (D) Price			
No Par Value Common Stock	02/19/2015		M	5,722 A \$ 0 (1)	24,334.1854	D	

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

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SEC 1474 (9-02)

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)
Performance Rights	\$ 0 ⁽²⁾	02/17/2015		A ⁽³⁾ V	(A) 16.135	01/02/2015 ⁽³⁾ 01/02/2015 ⁽³⁾
Performance Rights	\$ 0 ⁽²⁾	02/17/2015		A ⁽⁴⁾ V	10.6812	01/03/2015 ⁽⁴⁾ 01/03/2015 ⁽⁴⁾
Performance Rights	\$ 0 ⁽²⁾	02/17/2015		A ⁽⁵⁾ V	35.7324	05/01/2015 ⁽⁵⁾ 05/01/2015 ⁽⁵⁾
Performance Rights	\$ 0 ⁽²⁾	02/17/2015		A ⁽⁶⁾ V	69.9115	01/02/2016 ⁽⁶⁾ 01/02/2016 ⁽⁶⁾
Performance Rights	\$ 0 ⁽²⁾	02/17/2015		A ⁽⁷⁾ V	51.0471	01/03/2017 ⁽⁷⁾ 01/03/2017 ⁽⁷⁾
Performance Rights	\$ 0 ⁽⁸⁾	02/19/2015		M	8,518.5989	⁽⁸⁾ ⁽⁸⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRAKER SHERRIL 800 OAK RIDGE ROAD MOSINEE, WI 54455			SVP & CFO	

Signatures

Robert J. Gitter,
Attorney-in-Fact
02/23/2015

**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) Settlement of performance rights fully vested and exercisable on January 2, 2015 and January 3, 2015.
- (2) Converts to common stock on a one-for-one basis.
- On June 19, 2014, the performance rights vested in accordance with the change in control provisions included in the performance rights
- (3) grant agreement. The rights are fully vested and are exercisable at the earlier of the Reporting Person's separation from the issuer or January 2, 2015.

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(4) On June 19, 2014, the performance rights vested in accordance with the change in control provisions included in the performance rights grant agreement. The rights are fully vested and are exercisable at the earlier of the Reporting Person's separation from the issuer or January 3, 2015.

(5) On June 19, 2014, the performance rights vested in accordance with the change in control provisions included in the performance rights grant agreement. The rights are fully vested and are exercisable at the earlier of the Reporting Person's separation from the issuer or May 1, 2015.

(6) On June 19, 2014, the performance rights vested in accordance with the change in control provisions included in the performance rights grant agreement. The rights are fully vested and are exercisable at the earlier of the Reporting Person's separation from the issuer or January 2, 2016.

(7) On June 19, 2014, the performance rights vested in accordance with the change in control provisions included in the performance rights grant agreement. The rights are fully vested and are exercisable at the earlier of the Reporting Person's separation from the issuer or January 3, 2017.

(8) Performance rights settled in common stock and cash on February 19, 2015 for those rights fully vested and exercisable on January 2, 2015 and January 3, 2015. Number of rights settled in common stock are reported in Table I.

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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