

Austen William F.  
Form 4  
February 02, 2006

**FORM 4**

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

OMB APPROVAL

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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 \*  
Austen William F.

(Last) (First) (Middle)  
SUITE 2300, 222 S. 9TH ST.  
  
(Street)

MINNEAPOLIS, MN 55402-4099

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
02/01/2006

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)  
Vice President

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   |   |  |                                   |
| Common Stock                    | 02/01/2006                           |  | G                              | 1,556 D \$ 30.81  | 23,948  | D  |                                   |
| Common Stock                    | 12/31/2005                           |  | J                              | 27 A 11 795   |   | I  | 401(k) Plan                       |

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Common Stock                               | (2)  | 01/01/2001                           |  | A                              | 40,000  | 12/31/2006 <sup>(4)</sup> 12/31/2006                     | Common Stock  | 40,000                     |
| Common Stock                               | (2)  | 01/01/2004                           |  | A                              | 40,000  | 12/31/2009 <sup>(5)</sup> 12/31/2009                     | Common Stock  | 40,000                     |
| Common Stock                               | (2)  | 01/01/2005                           |  | A                              | 27,000  | 12/31/2009 <sup>(6)</sup> 12/31/2009                     | Common Stock  | 27,000                     |
| Common Stock                               | (2)  | 01/02/2006                           |  | A                              | 29,000  | 12/31/2010 <sup>(7)</sup> 12/31/2010                     | Common Stock  | 29,000                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| Austen William F.<br>SUITE 2300<br>222 S. 9TH ST.<br>MINNEAPOLIS, MN 55402-4099 |               |           | Vice President |       |

## Signatures

J J Seifert Power of Attorney 02/02/2006

    Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) No price necessary for Edgar Filing - Company 401(k) Plan.
- (2) Security converts to Common Stock on a one-for-one basis on date of conversion.
- (3) Will know the price on the date of conversion.
- (4) Award granted 1/01/2001 under Bemis Stock Award Program exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of December 31, 2006.
- (5)

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Award granted 1/01/2004 under Bemis Stock Award Program exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of December 31, 2009.

Award under Bemis Time Accelerated Restricted Stock Appreciation Program (TARSAP) exempt under Rule 16b-3: Grant to Reporting

- (6) Person of right to receive stock as of December 31, 2009, or if certain performance targets are met by the Company on December 31, 2007.

Award under Bemis Time Accelerated Restricted Stock Appreciation Program (TARSAP) exempt under Rule 16b-3: Grant to Reporting

- (7) Person of right to receive stock as of December 31, 2010, or if certain performance targets are met by the Company on December 31, 2008.

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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