

SEASHORE GENE H
Form 4
November 25, 2008

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 *
SEASHORE GENE H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/24/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President

NEENAH, WI 54957
(City) (State) (Zip)

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

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 (D) Price | | | |
| Common Stock | 11/24/2008 | | M | 2,826 (9) A \$ 25.8 | 23,679 | D | |
| Common Stock | | | | | 9,908 | I (1) | 401(k) Plan |

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

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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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Common Stock | (2) | 01/28/2004 | | A | 22,000 | 12/31/2008 ⁽⁴⁾ | 12/31/2008 | Common Stock |
| Common Stock | (2) | 01/01/2005 | | A | 24,000 | 12/31/2009 ⁽⁵⁾ | 12/31/2009 | Common Stock |
| Common Stock | (2) | 01/02/2006 | | A | 26,000 | 12/31/2010 ⁽⁶⁾ | 12/31/2010 | Common Stock |
| Common Stock | (2) | 01/03/2007 | | A | 22,000 | 12/31/2011 ⁽⁷⁾ | 12/31/2011 | Common Stock |
| Common Stock | (2) | 01/02/2008 | | A | 23,000 | 12/31/2012 ⁽⁸⁾ | 12/31/2012 | Common Stock |
| Common Stock | \$ 15.875 | 02/03/2000 | 11/24/2008 | M | 10,992 ⁽⁹⁾ | ⁽¹⁰⁾ | 02/03/2010 | Common Stock |
| Common Stock | \$ 16.7813 | 01/01/2001 | | A | 12,392 | ⁽¹⁰⁾ | 12/31/2010 | Common Stock |
| Common Stock | \$ 24.59 | 01/01/2002 | | A | 10,470 | ⁽¹⁰⁾ | 12/31/2011 | Common Stock |
| Common Stock | \$ 24.815 | 01/02/2003 | | A | 16,798 | ⁽¹⁰⁾ | 12/31/2012 | Common Stock |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SEASHORE GENE H
ONE NEENAH CENTER, 4TH FLOOR
P.O. BOX 669
NEENAH, WI 54957

Vice President

Signatures

J J Seifert Power of Attorney

11/25/2008

**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 - Company 401(k) Plan.
- (2) Security converts to Common Stock on a one-for-one basis on date of conversion.
- (3) Will know price on the date of conversion.
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, 2008, or if certain performance targets are met by the Company on December 31, 2006.
- (5) Award under Bemis Time Accelerated Restricted Stock Appreciation Program (TARSAP) exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of December 31, 2009, or if certain performance targets are met by the Company on December 31, 2007.
- (6) Award under Bemis Time Accelerated Restricted Stock Appreciation Program (TARSAP) exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of December 31, 2010, or if certain performance targets are met by the Company on December 31, 2008.
- (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, 2011, or if certain performance targets are met by the Company on December 31, 2009.
- (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, 2012, or if certain performance targets are met by the Company on December 31, 2010.
- (9) Exercise of option to purchase 10,992 shares. Reporting Person attested to ownership of 6,763 shares to cover the cost of exercise and requested the Company to use 1,403 shares to cover withholding taxes, resulting in the issuance of 2,826 shares to Reporting Person.
- (10) Stock Option (right to buy) pursuant to Stock Option Plan exempt under Rule 16b-3: Options presently exercisable.
- (11) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.