

WAUSAU PAPER CORP.
Form 4
January 22, 2016

FORM 4

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

OMB APPROVAL

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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 *
URMANSKI MATTHEW L

(Last) (First) (Middle)
104 MILL ROCK ROAD
(Street)

NICHOLASVILLE, KY 40356

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/21/2016

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 and COO

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
No Par Value Common Stock	01/21/2016		D ⁽¹⁾		4,452	D	\$ 10.25	0	I	401(k) Trust
No Par Value Common Stock	01/21/2016		D ⁽²⁾		38,450.414	D	\$ 10.25	0	D	

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

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three days of the effective date of the Merger, were entitled to receive the merger consideration of \$10.25 per common share.

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 grant agreement. The rights were fully vested and exercisable at the earlier of the

- (3) Reporting Person's separation from the issuer or January 2, 2016. Pursuant to the Merger, the award was cancelled in exchange for a cash payment equal to the merger consideration of \$10.25 per share multiplied by the number of shares of common stock subject to such performance unit award.

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 grant agreement. The rights were fully vested and exercisable at the earlier of the

- (4) Reporting Person's separation from the issuer or January 3, 2017. Pursuant to the Merger, the award was cancelled in exchange for a cash payment equal to the merger consideration of \$10.25 per share multiplied by the number of shares of common stock subject to such performance unit award.

Pursuant to the Merger, this option was cancelled in exchange for a cash payment equal to the product of the excess, if any, of the merger

- (5) consideration of \$10.25 per share over the applicable per share exercise price of the option and the aggregate number of shares of common stock subject to such option.

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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