

BANTA CORP
Form 4
February 15, 2006

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 *
DENERO HENRY T

(Last) (First) (Middle)

225 MAIN STREET, P. O. BOX
8003

(Street)

MENASHA, WI 54952-8003

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BANTA CORP [BN]

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2006

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)

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 | 02/13/2006 | | M | 4,500 A \$ 21.75 | 6,800 | D | |
| Common Stock | 02/13/2006 | | S | 4,500 D \$ 49.76 (1) | 2,300 | 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)

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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) | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|---------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom stock units | \$ 0 | | | | | (2) | (2) | Phantom stock units | 10,832.4 |
| Stock Option | \$ 19.1875 | | | | | 10/26/2000 | 04/26/2010 | Common Stock | 1,500 |
| Stock Option | \$ 21.375 | | | | | 10/28/1999 | 04/27/2009 | Common Stock | 1,500 |
| Stock Option | \$ 25.375 | | | | | 10/23/1997 | 04/22/2007 | Common Stock | 1,500 |
| Stock Option | \$ 26 | | | | | 10/25/2001 | 04/25/2011 | Common Stock | 3,000 |
| Stock Option | \$ 30.92 | | | | | 10/30/2003 | 04/30/2013 | Common Stock | 3,000 |
| Stock Option | \$ 31.375 | | | | | 10/29/1998 | 04/28/2008 | Common Stock | 1,500 |
| Stock Option | \$ 36.71 | | | | | 04/24/2002 | 04/24/2012 | Common Stock | 3,000 |
| Stock Option | \$ 39.62 | | | | | 10/27/2005 | 04/27/2015 | Common Stock | 3,000 |
| Stock Option | \$ 45.79 | | | | | 10/28/2004 | 04/28/2014 | Common Stock | 3,000 |
| Stock Option | \$ 21.75 | 02/13/2006 | | D | 4,500 | 01/30/1997 | 07/29/2006 | Common Stock | 4,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DENERO HENRY T 225 MAIN STREET | X | | | |

P. O. BOX 8003
MENASHA, WI 54952-8003

Signatures

Ronald. D. Kneezel,
Attorney-in-fact

02/15/2006

**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).
- (2) The units will be settled in cash following the reporting person's conclusion of service as a director.
- (3) The total includes 158.32 shares phantom stock units acquired in May, August, November, 2005 and February, 2006 through exempt dividend reinvestment at prices ranging from \$41.64 to \$51.12.
- (1) \$49.76 is the weighted average selling price of the following transactions: 200 shares at \$49.84 and 4,300 shares at 49.76.

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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