

BEMIS CO INC
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 *
PERRY EDWARD N

(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)
02/13/2006

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 | | W | | 50,000 | A | \$ 0 |
| Common Stock | 02/15/2006 | | G | | 2,000 | D | \$ 30.44 |
| Common Stock | | | | | 4,000 | (1) | |
| Common Stock | | | | | 7,600 | (2) | |

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

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required to respond unless the form displays a currently valid OMB control number.

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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Common Stock | (3) | 05/02/2003 | | A | 1,968 | 05/02/2006(4) 05/02/2006 | Common Stock 1,968 |
| Common Stock | (3) | 05/05/2005 | | A | 1,815 | 05/05/2008(5) 05/05/2008 | Common Stock 1,815 |
| Phantom Stock | (7) | 10/01/1996 | | A | 42.705 | (8) (8) | Phantom Stock 42.705 |
| Phantom Stock | (7) | 12/31/1997 | | A | 146.907 | (8) (8) | Phantom Stock 146.907 |
| Phantom Stock | (7) | 12/31/1998 | | A | 224.28 | (8) (8) | Phantom Stock 224.28 |
| Phantom Stock | (7) | 12/31/1999 | | A | 286.503 | (8) (8) | Phantom Stock 286.503 |
| Phantom Stock | (7) | 12/31/2000 | | A | 291.656 | (8) (8) | Phantom Stock 291.656 |
| Phantom Stock | (7) | 12/31/2001 | | P | 277.924 | (8) (8) | Phantom Stock 277.924 |
| Phantom Stock | (7) | 12/31/2002 | | A | 42.585 | (8) (8) | Phantom Stock 42.585 |
| Phantom Stock | (7) | 12/31/2003 | | A | 53.944 | (8) (8) | Phantom Stock 53.944 |
| Phantom Stock | (7) | 12/31/2004 | | A | 105.594 | (8) (8) | Phantom Stock 105.594 |
| Phantom Stock | (7) | 12/31/2005 | | A | 117.249 | (8) (8) | Phantom Stock 117.249 |

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

PERRY EDWARD N
SUITE 2300
222 S. 9TH ST.
MINNEAPOLIS, MN 55402-4099

X

Signatures

J J Seifert Power of Attorney 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).
(1) Direct Ownership with Spouse.
(2) Direct Ownership with Children.
(3) Security converts to Common Stock on a one-for-one basis on date of conversion.
(4) Stock Award granted to Bemis Director pursuant to 2001 Stock Incentive Plan exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of May 2, 2006.
(5) Stock Award granted to Bemis Director pursuant to 2001 Stock Incentive Plan exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of May 5, 2008.
(6) Will know price on the date of conversion.
(7) Phantom Stock units convert to one share of Common Stock. On date of payout, distribution is made in cash equivalent to value of Phantom Stock units.
(8) In a single lump sum distribution in January following termination of service as a Director.
(9) Acquired at various dates from January 1, 1997 to December 31, 1997 at prices ranging from \$35.875 to \$44.875.
(10) Acquired at various dates from January 1, 1998 to December 31, 1998 at prices ranging from \$33.9375 to \$45.125.
(11) Acquired at various dates from January 1, 1999 to December 31, 1999 at prices ranging from \$31.9375 to \$38.3125.
(12) Acquired at various dates from January 1, 2000 to December 31, 2000 at prices ranging from \$31.75 to \$36.5625.
(13) Acquired at various dates from January 1, 2001 to December 31, 2001 at prices ranging from \$32.1875 to \$49.99.
(14) Acquired at various dates from January 1, 2002 to December 31, 2002 at prices ranging from \$48.26 to \$56.78.
(15) Acquired at various dates from January 1, 2003 to December 31, 2003 at prices ranging from \$41.26 to \$46.48.
(16) Acquired at various dates from January 1, 2004 to December 31, 2004 at prices ranging from \$25.81 to \$27.85.
(17) Acquired at various dates from January 1, 2005 to December 31, 2005 at prices ranging from \$26.02 to \$30.36.
(18) For ALL Phantom Stock (combined - listed above, including the March 2004 Two-for-One Stock Split) - quarterly dividends increase the amount in Column 5(a) to this total number of derivative securities as of the date of this filing.

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.