Edgar Filing: KAPSTONE PAPER & PACKAGING CORP - Form 4

KAPSTONE PAPER & PACKAGING CORP

Form 4 April 09, 2007

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005 Estimated average

Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

burden hours per response... 0.5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * STONE ROGER W

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

KAPSTONE PAPER & PACKAGING CORP [KPPC]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

_X__ Director X 10% Owner __Other (specify X_ Officer (give title

C/O STONE-KAPLAN

INVESTMENTS, LLC, ONE NORTHFIELD PLAZA, STE 480 below) Chairman of the Board and CEO

4. If Amendment, Date Original

(Month/Day/Year)

04/05/2007

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

NORTHFIELD, IL 60093

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4) Price (D)

Common Stock

04/05/2007

Code V Amount 54,300 (1)

\$ 0 2,429,300

 $D^{(2)}$

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

Edgar Filing: KAPSTONE PAPER & PACKAGING CORP - Form 4

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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Options (right to buy) (3)	\$ 6.76	04/05/2007		A	159,650	<u>(4)</u>	04/05/2014	Common Stock	159,6
Common Stock Warrants (rights to buy)	\$ 5					01/01/2007	08/15/2009	Common Stock	1,962,

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting owner runte, runtess	Director	10% Owner	Officer	Other		
STONE ROGER W C/O STONE-KAPLAN INVESTMENTS, LLC ONE NORTHFIELD PLAZA, STE 480 NORTHFIELD, IL 60093	X	X	Chairman of the Board and CEO			
Signatures						
//						

/s/ Andrea K. Tarbox, by power of 04/09/2007 attorney

> **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) Grant of restricted stock which vests in its entirety on the third anniversary of the grant date.
- 130,000 shares are owned by Mr. Stone's family foundation of which he is Trustee and has sole voting control and investment discretion over such shares.
- (3) Represents options granted pursuant to the KapStone Paper and Packaging Corporation's 2006 Incentive Plan.
- (4) The options vest 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date.
- 260,000 shares owned by Mr. Stone's family foundation of which he is Trustee and has sole voting control and investment discretion over such shares.

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.

Reporting Owners 2