Edgar Filing: KAPSTONE PAPER & PACKAGING CORP - Form 4

KAPSTONE PAPER & PACKAGING CORP

Form 4 April 09, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** Number:

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

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

2005 Estimated average burden hours per response... 0.5

Expires:

OMB APPROVAL

3235-0287

January 31,

Form 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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * KAPLAN MATTHEW S

2. Issuer Name and Ticker or Trading

Symbol

KAPSTONE PAPER &

5. Relationship of Reporting Person(s) to Issuer

PACKAGING CORP [KPPC]

(Check all applicable)

C/O STONE-KAPLAN

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 04/05/2007

_X__ Director 10% Owner Other (specify X_ Officer (give title

below) below) President, Secretary and Dir.

INVESTMENTS, LLC, ONE NORTHFIELD PLAZA, STE 480

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

D

NORTHFIELD, IL 60093

(City) (State) (Zip)

(Street)

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

1.Title of Security (Instr. 3)

Common

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

Execution Date, if

(Month/Day/Year)

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

4. Securities Acquired 5. Amount of Securities Beneficially Owned Following

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

Code V Amount

(1)

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

Reported

(D) 54,300 \$ 0 1,429,300

04/05/2007 Stock

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. Transactio Code (Instr. 8)	5. Number of onDerivative 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 Number Shares
Stock Options (right to buy) (2)	\$ 6.76	04/05/2007		A	159,650	(3)	04/05/2014	Common Stock	159,65
Common Stock Warrants (rights to buy)	\$ 5					01/01/2007	08/15/2009	Common Stock	962,50

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
KAPLAN MATTHEW S C/O STONE-KAPLAN INVESTMENTS, LLC ONE NORTHFIELD PLAZA, STE 480 NORTHFIELD, IL 60093	X		President, Secretary and Dir.			
Cianaturas						

Signatures

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

**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.
- (2) Represents options granted pursuant to the KapStone Paper and Packaging Corporation's 2006 Incentive Plan.
- (3) The options vest 50% on the second anniversary of the grant date and 50% on the third anniversary of the grant date.

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