Edgar Filing: GAMACHE BRIAN R - Form 4

GAMACHE Form 4	BRIAN R									
March 09, 20	12									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL		
	 UNITED S 					NGE	COMMISSION	OMB Number:	3235-0287	
Check this if no long subject to Section 16 Form 4 or	er STATEM 5.	Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires:January 31Expires:2005Estimated averageburden hours perresponse0.5	
Form 5 obligation may conti <i>See</i> Instru- 1(b).	s Section 17(a)		Utility Hold	ding Con	ipany	Act c	ge Act of 1934, of 1935 or Sectic 40	on		
(Print or Type R	esponses)									
1. Name and Address of Reporting Person <u>*</u> GAMACHE BRIAN R		Symbo	2. Issuer Name and Ticker or Trading Symbol KAPSTONE PAPER &				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
		PACH	KAGING C	ORP [KS	5]		(Clied	ck all applicable	5)	
(Last)	(First) (Mi	(Month	3. Date of Earliest Transaction (Month/Day/Year) 03/07/2012				X_ Director 10% Owner Officer (give title Other (specify below) below)			
	(Street)	eet) 4. If Amendment, Date Origin Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by	oint/Group Filing(Check One Reporting Person Aore than One Reporting		
(City)	(State) (Z	Zip) Ta	ble I - Non-D	Derivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Yea	Code	TransactionAcquired (A) or Code Disposed of (D)			Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	03/07/2012		А	1,375 (1)	А	<u>(2)</u>	15,016	D		
Common Stock							50	Ι	By trust for son	

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

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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. Transacti Code (Instr. 8)	5. Number on f Derivativ Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	(Month/Day	Date	7. Title and J Underlying S (Instr. 3 and	Securities	8. H Der Sec (In:
				Code V	(A) (I	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy) (3)	\$ 19.75	03/07/2012		А	3,275	(4)	03/07/2022	Common Stock	3,275	\$

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
GAMACHE BRIAN R						
	Х					

Signatures

Andrea K. Tarbox by Power of	03/09/2012
Attorney	03/09/2012

**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) The restricted stock units vest in their entirety on the third anniversary of the grant date.

- (2) Each restricted stock unit represents a contingent right to receive one share of Kapstone common stock.
- (3) Represents options granted pursuant to Kapstone Paper and Packaging Amended and Restated 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.

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.