STONE ROGER W Form 4 March 08, 2013

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or January 31, Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1(b).

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

below)

Symbol

KAPSTONE PAPER & PACKAGING CORP [KS]

(Check all applicable)

(Last) (First)

3. Date of Earliest Transaction

(Instr. 8)

_X__ Director _____ 10% Owner ____ X__ Officer (give title ____ Other (specify

KAPSTONE PAPER & PKG. CORP., 1101 SKOKIE

(Month/Day/Year) 03/06/2013

below) Chairman and CEO

CORP., 1101 SKOKIE BOULEVARD, STE 300

(Street) 4. If Amendment, Date Original

(Month/Day/Year)

Applicable Line)

Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check

Person

NORTHBROOK, IL 60062-6141

(City) (State) (Zip)

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

(Middle)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Securities Code (D) Beneficially

(Instr. 3, 4 and 5)

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

(A)
or
ode V Amount (D) F

Reported Transaction(s) (Instr. 3 and 4)

Common 03/06/2013

Code V Amount (D) Price

A $\frac{17,705}{(1)}$ A $\frac{(2)}{(1)}$ 3,502,174 $\frac{(3)}{(1)}$ 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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date ecurities (Month/Day/Year) acquired (A) r Disposed of D) Instr. 3, 4,		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
Stock Option (Right to Buy) (4)	\$ 27.65	03/06/2013		A	45,245	<u>(5)</u>	03/06/2023	Common Stock	45,245

Reporting Owners

Reporting Owner Name / Address	Relationships					
<u>.</u>	Director	10% Owner	Officer	Other		
STONE ROGER W KAPSTONE PAPER & PKG. CORP. 1101 SKOKIE BOULEVARD, STE 300 NORTHBROOK, IL 60062-6141	X		Chairman and CEO			

Signatures

Andrea K. Tarbox by Power of Attorney 03/08/2013

**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) Includes 1,573,400 shares of common stock held by Roger and Susan Stone Family Foundation and 117,518 shares of common stock held by the Roger W. Stone 2009 GRAT dated June 3, 2009
- (4) Represents options granted pursuant to Kapstone Paper and Packaging Amended and Restated 2006 Incentive Plan.
- (5) 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.

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