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CHOLMONDELEY PAULA H Form 4 November 01, 2018 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading CHOLMONDELEY PAULA H Issuer Symbol **KAPSTONE PAPER &** (Check all applicable) PACKAGING CORP [KS] (Last) (First) (Middle) 3. Date of Earliest Transaction X_ Director 10% Owner Other (specify Officer (give title (Month/Day/Year) below) below) C/O KAPSTONE PAPER AND 10/30/2018 PACKAGING CORP., 1101 SKOKIE BLVD., STE. 300 (Street) 4. If Amendment, Date Original 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 NORTHBROOK, IL 60062 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of 6. Transaction(A) or Disposed of (D) Indirect Security (Month/Day/Year) Execution Date, if Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial anv (Month/Day/Year) (Instr. 8) Owned (D) or Ownership (Instr. 4) Following Indirect (I) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common \$ 10/30/2018 5,458 35,210.369 D M А Stock 22.195 Common 3,464 10/30/2018 F D \$ 34.98 31.746.369 D (1)Stock Common 10/30/2018 Μ 1.607 А \$ 15.49 33,353.369 D Stock Common 10/30/2018 F 712 (1) D \$ 34.98 32,641.369 D Stock

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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. Transactio Code (Instr. 8)	5. Number on f 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 Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 15.49	10/30/2018		М	1,607	(2)	08/16/2026	Common Stock	1,607
Stock Option (Right to Buy)	\$ 22.195	10/30/2018		М	5,458	03/07/2018 <u>(3)</u>	03/07/2027	Common Stock	5,458

Reporting Owners

Reporting Owner Name / Address			Relationships					
Reporting Owner Funct, Functions		Director	10% Owner	Officer	Other			
CHOLMONDELEY PAULA H C/O KAPSTONE PAPER AND PACKAGIN 1101 SKOKIE BLVD., STE. 300 NORTHBROOK, IL 60062	G CORP.	X						
Signatures								
/s/ Timothy W. Schmidt, Attorney-in-Fact <u>**</u> Signature of Reporting Person	11/01/2018 Date	3						

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) Represents a "net exercise" of stock options. These shares were withheld for payment of the exercise price and applicable taxes.
- (2) The options vested 50% on the second anniversary of the grant date and the remaining 50% will vest on the third anniversary of the grant date. They were granted on March 18, 2016.
- (3) The options vested 100% on the first anniversary of the grant date. They were granted on March 7, 2017.

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.