

Rock-Tenn CO  
 Form 3  
 December 12, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â Graham-Johnson Jennifer                 |         | (Month/Day/Year)                     | Rock-Tenn CO [RKT]   |  |
| (Last)                                    | (First) | (Middle)                             | 12/04/2013   |  |
| 504 THRASHER STREET                       |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| NORCROSS,Â GAÂ 30071                      |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | EVP - Human Resources  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Class A Common Stock            | 2,543   | D  | Â   |
| Class A Common Stock            | 5,361   | I  | Joint with spouse                                     |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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|                                      | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |   |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Option (right-to-buy) | Â (1)            | 05/10/2017      | Common Stock | 1,550                      | \$ 35.95 | D                                     | Â |
| Employee Stock Option (right-to-buy) | Â (2)            | 03/19/2018      | Common Stock | 1,667                      | \$ 29.1  | D                                     | Â |
| Employee Stock Option (right-to-buy) | Â (3)            | 03/18/2019      | Common Stock | 2,000                      | \$ 26.43 | D                                     | Â |
| Employee Stock Option (right-to-buy) | 01/29/2013       | 01/29/2020      | Common Stock | 1,600                      | \$ 42.69 | D                                     | Â |
| Employee Stock Option (right-to-buy) | 02/28/2014       | 02/28/2021      | Common Stock | 1,400                      | \$ 68.65 | D                                     | Â |
| Employee Stock Option (right-to-buy) | 02/01/2015       | 02/01/2022      | Common Stock | 2,125                      | \$ 63.39 | D                                     | Â |
| Employee Stock Option (right-to-buy) | 01/25/2016       | 01/25/2023      | Common Stock | 2,150                      | \$ 79.8  | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Graham-Johnson Jennifer<br>504 THRASHER STREET<br>NORCROSS, GA 30071 | Â             | Â         | Â EVP - Human Resources | Â     |

## Signatures

Robert B. McIntosh (attorney-in-fact pursuant to power of attorney filed previously with SEC)

12/12/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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) Options exercisable in three equal annual installments on 05/10/2008, 05/10/2009 and 05/10/2010.

(2) Options exercisable in three equal annual installments on 03/19/2009, 03/19/2010 and 03/19/2011.

(3) Options exercisable in three equal annual installments on 03/18/2010, 03/18/2011 and 03/18/2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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