

CURLER JEFFREY H
Form 4
January 31, 2006

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
CURLER JEFFREY H

(Last) (First) (Middle)

SUITE 2300, 222 S. 9TH ST.

(Street)

MINNEAPOLIS, MN 55402-4099

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BEMIS CO INC [BMS]

3. Date of Earliest Transaction (Month/Day/Year)
01/27/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 01/27/2006 | | M | 24,345 (12) A \$ 16.1563 | 679,389 | D | |
| Common Stock | | | | | 28,696 | I (1) | 401(k) Plan |
| Common Stock | | | | | 96,320 | I (2) | Children |
| Common Stock | | | | | 300,000 | I (3) | 1/6th interest - Limited Partnership Family |

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| | | | |
|--------------|---------|------------------|--|
| Common Stock | 258,500 | I ⁽⁴⁾ | Trust ⁽³⁾ Trustee Parental Trust |
|--------------|---------|------------------|--|

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)

| 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. Transaction Code (Instr. 8) | 5. Number of 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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title |
| Common Stock | <u>(5)</u> | 01/01/2002 | | A | 37,957 | 12/31/2006 ⁽⁷⁾ 12/31/2006 | Common Stock |
| Common Stock | <u>(5)</u> | 01/02/2003 | | A | 62,540 | 12/31/2007 ⁽⁸⁾ 12/31/2007 | Common Stock |
| Common Stock | <u>(5)</u> | 01/28/2004 | | A | 106,000 | 12/31/2008 ⁽⁹⁾ 12/31/2008 | Common Stock |
| Common Stock | <u>(5)</u> | 01/01/2005 | | A | 123,000 | 12/31/2009 ⁽¹⁰⁾ 12/31/2009 | Common Stock |
| Common Stock | <u>(5)</u> | 01/02/2006 | | A | 130,000 | 12/31/2010 ⁽¹¹⁾ 12/31/2010 | Common Stock |
| Common Stock | \$ 16.1563 | 02/22/1996 | 01/27/2006 | M | 90,864 ⁽¹²⁾ | ⁽¹³⁾ 02/22/2006 | Common Stock |
| Common Stock | \$ 22.4375 | 10/07/1997 | | A | 150,000 | ⁽¹³⁾ 10/07/2007 | Common Stock |
| Common Stock | \$ 18.8125 | 01/01/1999 | | A | 43,352 | ⁽¹³⁾ 12/31/2008 | Common Stock |
| Common Stock | \$ 17.4375 | 01/01/2000 | | A | 61,126 | ⁽¹³⁾ 12/31/2009 | Common Stock |
| Common Stock | \$ 18.8125 | 05/03/2000 | | A | 200,000 | ⁽¹³⁾ 05/03/2010 | Common Stock |
| Common Stock | \$ 16.7813 | 01/01/2001 | | A | 122,146 | ⁽¹³⁾ 12/31/2010 | Common Stock |

| | | | | | | | |
|--------------|-----------|------------|---|--------|------|------------|--------------|
| Common Stock | \$ 24.59 | 01/01/2002 | A | 53,872 | (13) | 12/31/2011 | Common Stock |
| Common Stock | \$ 24.815 | 01/02/2003 | A | 82,282 | (13) | 12/31/2012 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CURLER JEFFREY H SUITE 2300 222 S. 9TH ST. MINNEAPOLIS, MN 55402-4099 | X | | CEO | |

Signatures

J J Seifert Power of Attorney
01/31/2006

__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) No price necessary for Edgar Filing - Company 401(k) Plan.
- (2) Reporting Person is Trustee of Trust for one Dependent Child.
Reporting Person has an undivided 1/6th interest in a Limited Partnership Family Trust which was established December 2000.
- (3) Reporting Person disclaims beneficial ownership of Bemis Common Stock held by the Family Limited Partnership except to the extent of his 1/6th interest.
- (4) Reporting Person is Trustee for Parental Trust. Reporting Person is a Trustee relative to these shares and was not timely notified by a brokering agent of the transaction.
- (5) Security converts to Common Stock on a one-for-one basis on date of conversion.
- (6) Will know price on the date of conversion.
Award under Bemis Time Accelerated Restricted Stock Appreciation Program (TARSAP) exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of December 31, 2006, or if certain performance targets are met by the Company on December 31, 2004. Performance targets were met resulting in a payout on February 2, 2005, leaving right to receive 37,957 shares.
- (8) Award under Bemis Time Accelerated Restricted Stock Appreciation Program (TARSAP) exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of December 31, 2007, or if certain performance targets are met by the Company on December 31, 2005.
- (9) Award under Bemis Time Accelerated Restricted Stock Appreciation Program (TARSAP) exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of December 31, 2008, or if certain performance targets are met by the Company on December 31, 2006.
- (10) Award under Bemis Time Accelerated Restricted Stock Appreciation Program (TARSAP) exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of December 31, 2009, or if certain performance targets are met by the Company on December 31, 2007.
- (11) Award under Bemis Time Accelerated Restricted Stock Appreciation Program (TARSAP) exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of December 31, 2010, or if certain performance targets are met by the Company on December 31, 2008.

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- (12) Exercise of option to purchase 90,864 shares. Reporting Person attested to ownership of 48,005 shares to cover the cost of exercise and requested the Company to use 18,514 shares to cover withholding taxes, resulting in the issuance of 24,345 shares to Reporting Person.
- (13) Stock Option (right to buy) pursuant to Stock Option Plan exempt under Rule 16b-3: Option presently exercisable..
- (14) Will know the price on the date of exercise.

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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