Edgar Filing: Rock-Tenn CO - Form 4

Rock-Tenn C	CO									
Form 4 May 14, 200	7									
May 14, 200								OMB AF	PROVAL	
FORM	14 UNITED S	TATES SECUE Wa				NGE C	COMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 o Form 5 obligation may cont <i>See</i> Instru 1(b).	6. r Filed purs inue. Filed 17(a	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						Expires:January 31, 2005Estimated average burden hours per response0.5		
(Print or Type F	Responses)									
McIntosh Robert Bruce Symbol			uer Name and Ticker or Trading bl -Tenn CO [RKT]				5. Relationship of Reporting Person(s) to Issuer			
			_	_			(Chec	k all applicable)	
(Month/D 504 THRASHER STREET 05/10/20 (Street) 4. If Ame			e of Earliest Transaction th/Day/Year) D/2007				Director 10% Owner X_Officer (give title Other (specify below) SVP, GEN COUNSEL, SECRETARY			
			nendment, Date Original Ionth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
NORCROS	S, GA 30071							fore than One Re		
(City)	(State) (2	Zip) Tab	le I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8) Code V	4. Securi on(A) or Di (Instr. 3, Amount	4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Class A Common Stock	05/10/2007		F	325	D	\$ 35.95	64,493	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transactio Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right to buy)	\$ 35.95	05/10/2007		А	11,900	05/10/2008 <u>(1)</u>	05/10/2017	Class A Common Stock	11,9

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
McIntosh Robert Bruce 504 THRASHER STREET NORCROSS, GA 30071			SVP, GEN COUNSEL, SECRETARY				
Signatures							
Robert B							

05/14/2007 McIntosh **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) Options will vest in 1/3 increments on 05/10/08, 05/10/09 and 05/10/10

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.