Edgar Filing: Rock-Tenn CO - Form 4

Rock-Tenn C	0											
Form 4												
May 21, 200	8											
FORM	14									OMB APPROVAL		
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							COMMISSION	OMB Number:	3235-0287		
Check thi if no long	ter								Expires:	January 31,		
subject to		AENT O	F CHAN	F CHANGES IN BENEFICIAL OWNERS					Estimated a	2005 average		
Section 16.				SECURITIES					irs per			
Form 4 or Form 5		avant to (Section 14	f(a) of the	a Caaniti	ac Er	ahana	response 0.				
obligation								e Act of 1934, f 1935 or Sectio	n			
may cont	mue.				Company				11			
See Instru 1(b).	lction	50(II)	or the m	vestment	company	1100	01 17					
-(-).												
(Print or Type F	Responses)											
				2. Issuer Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer				
	Symbol		ועדו			155001						
	Rock-Tenn CO [RKT]					(Check all applicable)						
			of Earliest Transaction					100				
				(Month/Day/Year) 05/20/2008				Director X_ Officer (give		b Owner er (specify		
			03/20/2008					below)	below)	IDENT		
									/E VICE PRES			
				Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
			Filed(Mon	th/Day/Yea	:)			Applicable Line) _X_ Form filed by	One Reporting Pe	erson		
NORCROS	S, GA 30071							Form filed by M	More than One Re			
								Person				
(City)	(State)	(Zip)	Table	e I - Non-I	Derivative S	ecurit	ies Acq	uired, Disposed o	f, or Beneficial	lly Owned		
1.Title of				3. 4. Securities Acquired				6. Ownership				
Security	(Month/Day/Year)		on Date, if Transaction(A) or Disposed of Code (D)				of	Securities Beneficially	Form: Direct (D) or	Indirect Beneficial		
(Instr. 3)		any (Month/	Day/Year)			Owned	Indirect (I)	Ownership				
			2					Following	(Instr. 4)	(Instr. 4)		
						(A)		Reported Transaction(s)				
						or	р.	(Instr. 3 and 4)				
Class A				Code V	Amount	(D)	Price					
Class A Common	05/20/2008			S	12,017	D	\$ 35	75,192	D			
Stock	0012012000			5	12,017	D	ψ 55	, 5, 172	2			

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. Transactic Code (Instr. 8)	of	3	Date	7. Title Amou Under Securi (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address								
i o	Director	10% Owner	Officer	Other				
EINSTEIN JAMES L 504 THRASHER STREET NORCROSS, GA 30071			EXECUTIVE VICE PRESIDENT					
Signatures								
Robert B. McIntosh (attorney-in-fact pursuant to power of attorney filed previously with SEC)								
	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).

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.