

Tarbox Andrea K
 Form 4
 March 17, 2011

FORM 4

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

OMB APPROVAL

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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 *
 Tarbox Andrea K

2. Issuer Name and Ticker or Trading Symbol
 KAPSTONE PAPER & PACKAGING CORP [KS]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 ONE NORTHFIELD PLAZA, STE. 480
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/16/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
 VP and CFO

NORTHFIELD, IL 60093

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

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

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	03/16/2011		M		14,325 (1) \$ 6.76	52,146	D
Common Stock	03/16/2011		S		1,752 \$ 15.02	50,394	D
Common Stock	03/16/2011		S		1,100 \$ 15.03	49,294	D
Common Stock	03/16/2011		S		400 \$ 15.04	48,894	D
Common Stock	03/16/2011		S		5,000 \$ 15.28	43,894	D

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- (1) Shares acquired pursuant to the exercise of Options granted 4/5/2007. Vesting schedule: Options exercisable 4/5/2009 - 28,825; Options exercisable 4/5/2010 - 28,825

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