#### **BOISE CASCADE Co**

Form 4

February 26, 2016

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL OMB** 

3235-0287 Number:

Expires:

January 31, 2005

0.5

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response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* **HUTCHINSON DANIEL G** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

EVP, Wood Products

BOISE CASCADE Co [BCC]

(Middle)

(Zin)

3. Date of Earliest Transaction

Director

X\_ Officer (give title

10% Owner Other (specify

C/O BOISE CASCADE COMPANY, 1111 W. JEFFERSON

(Street)

(State)

(First)

STREET, SUITE 300

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

02/24/2016

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

**BOISE, ID 83702** 

(City)

(City)	(State) (.	Table Table	e I - Non-Do	erivative S	ecurit	ies Acq	puired, Disposed o	of, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	Transaction(A) or Disposed of			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
				or		Transaction(s)			
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common	02/24/2017		<b>A</b>	13,587		Φ.Ω	25.062	D	
Stock, par value \$0.01	02/24/2016		A	<u>(1)</u>	A	\$0	25,062	D	
Common	02/24/2016		٨	3,919		¢ 0	20.001	D	
value \$0.01	UZIZ4IZU10		Α	(2)	A	\$0	20,901	ט	
Stock, par value \$0.01	02/24/2016		A		A	\$0	28,981	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

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#### number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	Title	Or		
						Exercisable	Date	ritie	Number of		
				Codo V	(A) (D)						
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

**HUTCHINSON DANIEL G** C/O BOISE CASCADE COMPANY 1111 W. JEFFERSON STREET, SUITE 300 **BOISE, ID 83702** 

EVP, Wood Products

## **Signatures**

John T. Sahlberg, Attorney-in-Fact

02/26/2016

\*\*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).
- Represents shares underlying restricted stock unit awards issued pursuant to the registrant's 2013 Incentive Compensation Plan. Shares issued under the restricted stock units will vest and become deliverable in three equal tranches on March 1, 2017, 2018, (1) and 2019. However, restricted stock units of retirement-eligible employees (age 62 or older with 15 years of service, or age 65 or older) vest on a pro rata basis upon retirement.

Represents shares underlying performance stock unit awards issued pursuant to the registrant's 2013 Incentive Compensation Plan. The number of shares issued under the performance stock units was determined based on 2015 EBITDA defined as income before interest (interest expense and interest income), income taxes, and depreciation and amortization. Shares issued **(2)** under the performance stock units will vest and become deliverable in three equal tranches on March 1, 2016, 2017, and 2018. However, 100% of performance stock units granted to retirement-eligible employees (age 62 or older with 15 years of service, or age 65 or older) vest on the later of March 1, 2016 or the date upon which they become retirement eligible.

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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