

BANTA CORP
Form 4
January 11, 2007

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 *
BAXTER JAMESON A

(Last) (First) (Middle)

225 MAIN STREET, P. O. BOX
8003

(Street)

MENASHA, WI 54952-8003

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BANTA CORP [BN]

3. Date of Earliest Transaction
(Month/Day/Year)
01/09/2007

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 01/09/2007 | | D | V | 16,375 | D | |
| | | | | | \$ 0 (1) | 0 | D |

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)

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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. 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 Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|-------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Phantom stock units | \$ 0 | 01/09/2007 | | D | 20,467.23 | (2) | (2) | Phantom stock units | 20,467.23 |
| Stock Option | \$ 13.34 | 01/09/2007 | | D | 2,158 | 10/26/2000 | 04/26/2010 | Common Stock | 2,158 |
| Stock Option | \$ 14.86 | 01/09/2007 | | D | 2,158 | 10/28/1999 | 04/27/2009 | Common Stock | 2,158 |
| Stock Option | \$ 18.07 | 01/09/2007 | | D | 4,317 | 10/25/2001 | 04/25/2011 | Common Stock | 4,317 |
| Stock Option | \$ 21.49 | 01/09/2007 | | D | 4,317 | 10/30/2003 | 04/30/2013 | Common Stock | 4,317 |
| Stock Option | \$ 21.81 | 01/09/2007 | | D | 2,158 | 10/29/1998 | 04/28/2008 | Common Stock | 2,158 |
| Stock Option | \$ 25.52 | 01/09/2007 | | D | 4,317 | 10/24/2002 | 04/24/2012 | Common Stock | 4,317 |
| Stock Option | \$ 27.54 | 01/09/2007 | | D | 4,317 | 10/27/2005 | 04/27/2015 | Common Stock | 4,317 |
| Stock Option | \$ 31.83 | 01/09/2007 | | D | 4,317 | 10/28/2004 | 04/28/2014 | Common Stock | 4,317 |
| Stock Option | \$ 35.33 | 01/09/2007 | | D | 4,317 | 10/26/2006 | 04/26/2016 | Common Stock | 4,317 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BAXTER JAMESON A 225 MAIN STREET P. O. BOX 8003 MENASHA, WI 54952-8003 | X | | | |

Signatures

Ronald D. Kneezel,
attorney-in-fact

01/10/2007

**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).

(2) The units will be settled in cash following the reporting person's conclusion of service as a director.

(1) Shares of Common Stock were converted into the right to receive \$36.50 per share pursuant to an agreement and plan of merger between the issuer and RR Donnelley (the "Merger").

(3) Shares of Phantom Stock were converted into the right to receive \$36.50 per share pursuant to an agreement and plan of merger between the issuer and RR Donnelley (the "Merger").

This option was canceled in the merger pursuant to a cash conversion whereby each share of common stock of the option was converted
(4) into the right to receive cash in an amount equal to the product of (i) the number of shares of issuer's common stock subject to the option multiplied by (ii) the amount by which \$36.50 exceeds the exercise price of the option.

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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