

Rock-Tenn CO  
Form 4  
August 27, 2014

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Meadows Arnold Stephen

(Last) (First) (Middle)

504 THRASHER STREET

(Street)

NORCROSS, GA 30071

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Rock-Tenn CO [RKT]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/27/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify  
below)

Chief Accounting Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock				(A) or (D)	63,062 <sup>(1)</sup>	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.**

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right-to-buy)	\$ 34.325 (2)	08/27/2014		M		2,800		02/28/2011	02/28/2021	Class A Common Stock	2,800
Employee Stock Option (right-to-buy)	\$ 31.03 (3)	08/27/2014		M		500		07/20/2011	07/20/2021	Class A Common Stock	500
Employee Stock Option (right-to-buy)	\$ 31.695 (4)	08/27/2014		M		4,650		02/01/2012	02/01/2022	Class A Common Stock	4,650
Employee Stock Option (right-to-buy)	\$ 39.9 (5)	08/27/2014		M		3,640		01/25/2013	01/25/2023	Class A Common Stock	3,640
Employee Stock Option (right-to-buy)	\$ 50.74 (6)	08/27/2014		M		2,840		01/31/2014	01/31/2024	Class A Common Stock	2,840

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Meadows Arnold Stephen 504 THRASHER STREET NORCROSS, GA 30071	Chief Accounting Officer

## Signatures

Robert B. McIntosh (Attorney-in-fact pursuant to power of attorney previously filed with the SEC)

08/27/2014

\_\_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) On August 27, 2014 the common stock of Rock-Tenn Company split 2-for-1, resulting in the reporting person's ownership of 31,531 additional shares of stock.

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- (2) This option was previously reported as covering 1,400 shares at an exercise price of \$68.65 per share, but was adjusted to reflect the stock split that occurred on August 27, 2014.
- (3) This option was previously reported as covering 250 shares at an exercise price of \$62.06 per share.
- (4) This option was previously reported as covering 2,325 shares at an exercise price of \$63.39 per share.
- (5) This option was previously reported as covering 1,820 shares at an exercise price of \$79.80 per share.
- (6) This option was previously reported as covering 1,420 shares at an exercise price of \$101.48 per share.

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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