

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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Porter James B

(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 ____ Other (specify
below) below)

President - Corrugated Packagi

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)	4,996 ⁽¹⁾	D	
Class A Common Stock					116,182	I	By Trust

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)

Edgar Filing: Rock-Tenn CO - Form 4

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

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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right-to-buy)	\$ 17.88 <u>(2)</u>	08/27/2014		M		13,334		08/01/2008	08/01/2018	Class A Common Stock	13,334
Employee Stock Option (right-to-buy)	\$ 21.345 <u>(3)</u>	08/27/2014		M		23,000		01/29/2010	01/29/2020	Class A Common Stock	23,000
Employee Stock Option (right-to-buy)	\$ 34.325 <u>(4)</u>	08/27/2014		M		17,150		02/28/2011	02/28/2021	Class A Common Stock	17,150
Employee Stock Option (right-to-buy)	\$ 31.03 <u>(5)</u>	08/27/2014		M		3,950		07/20/2011	07/20/2021	Class A Common Stock	3,950
Employee Stock Option (right-to-buy)	\$ 31.695 <u>(6)</u>	08/27/2014		M		30,600		02/01/2012	02/01/2022	Class A Common Stock	30,600
Employee Stock Option (right-to-buy)	\$ 39.9 <u>(7)</u>	08/27/2014		M		23,680		01/25/2013	01/25/2023	Class A Common Stock	23,680
Employee Stock Option (right-to-buy)	\$ 50.74 <u>(8)</u>	08/27/2014		M		18,580		01/31/2014	01/31/2024	Class A Common Stock	18,580

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Porter James B 504 THRASHER STREET NORCROSS, GA 30071			President - Corrugated Packagi	

Signatures

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

On August 27, 2014 the common stock of Rock-Tenn Company split 2-for-1 resulting in the reporting person's ownership of 60,871

- (1) additional shares of stock. This amount includes 564 shares purchased under the Employee Stock Purchase Plan from November 2013 to July 2014 and includes 58,091 shares that were transferred into Trust.
- (2) This option was previously reported covering 6,667 shares at an exercise price of \$35.74 per share, but was adjusted to reflect the stock split that occurred on August 27, 2014.
- (3) This option was previously reported covering 11,500 shares at an exercise price of \$42.69 per share.
- (4) This option was previously reported covering 8,575 shares at an exercise price of \$68.65 per share.
- (5) This option was previously reported covering 1,975 shares at an exercise price of \$62.06 per share.
- (6) This option was previously reported covering 15,300 shares at an exercise price of \$63.39 per share.
- (7) This option was previously reported covering 11,840 shares at an exercise price of \$79.80 per share.
- (8) This option was previously reported covering 9,290 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.

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.