

BAXTER JAMESON A  
Form 4  
January 31, 2006

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BAXTER JAMESON A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
225 MAIN STREET, P. O. BOX  
8003

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/29/2006

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

(Street)  
MENASHA, WI 54952-8003

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

**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)
Common Stock				(A) or (D) Code V Amount (D) Price	13,375	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 of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Phantom stock units <sup>(1)</sup>	\$ 0	01/29/2006		A	39.32	<u>(2)</u> <u>(2)</u>	Phantom stock units 39.32
Phantom stock units <sup>(4)</sup>	\$ 0	01/30/2006		A	230.98	<u>(2)</u> <u>(2)</u>	Phantom stock units 230.98
Stock Option	\$ 19.1875					10/26/2000 04/26/2010	Common Stock 1,500
Stock Option	\$ 21.375					10/28/1999 04/27/2009	Common Stock 1,500
Stock Option	\$ 24.375					10/24/1996 04/23/2006	Common Stock 1,500
Stock Option	\$ 25.375					10/23/1997 04/22/2007	Common Stock 1,500
Stock Option	\$ 26					04/25/2001 04/25/2011	Common Stock 3,000
Stock Option	\$ 30.92					10/30/2003 04/30/2013	Common Stock 3,000
Stock Option	\$ 31.375					10/29/1998 04/28/2008	Common Stock 1,500
Stock Option	\$ 36.71					04/24/2002 04/24/2012	Common Stock 3,000
Stock Option	\$ 39.62					10/27/2005 04/27/2015	Common Stock 3,000
Stock Option	\$ 45.79					10/28/2004 04/28/2014	Common Stock 3,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAXTER JAMESON A 225 MAIN STREET	X			

P. O. BOX 8003  
MENASHA, WI 54952-8003

## Signatures

Ronald D. Kneezel,  
attorney-in-fact

01/31/2006

\_\_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.
- (3) This security converts on a one-for-one basis.
- (4) Payment of deferred board retainer, deferred chairperson retainer and meeting fees at a price of \$50.87 per share.
- (1) Payment of deferred meeting fees at a price of \$50.87 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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