BOISE CASCADE Co

Form 4

February 27, 2015

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

BOISE CASCADE Co [BCC]

(Check all applicable)

(First) (Middle) (Last)

C/O BOISE CASCADE

STREET, SUITE 300

3. Date of Earliest Transaction

(Month/Day/Year) 02/25/2015

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

EVP, Wood Products

COMPANY, 1111 W. JEFFERSON

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

BOISE, ID 83702

(City)	(State) (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. Transactio Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	d of (D) 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)	
Common Stock, par value \$0.01	02/25/2015		Code V A	Amount 6,221 (1)	. ,	Price \$ 0	9,735	D		
Common Stock, par value \$0.01	02/25/2015		A	2,659 (2)	A	\$ 0	12,394	D		
Common Stock, par value \$0.01	02/26/2015		F	919 (3)	D	\$ 36.17	11,475	D		

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

Edgar Filing: BOISE CASCADE Co - Form 4

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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		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	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	*		Number		
						Z.ici cisuoie	2		of		
				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

02/27/2015

**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 be deliverable in three equal tranches on March 1, 2016, 2017, and 2018. However, 100% of restricted 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. Represents shares underlying performance stock unit awards issued pursuant to the registrant's 2013 Incentive Compensation Plan. The
- (2) number of shares issued under the performance stock units was determined based upon 2014 EBITDA, defined as income before interest (interest expense and interest income), income taxes, and depreciation and amortization.
- Represents shares withheld for taxes upon the satisfaction of the time and performance vesting conditions with respect to the 2014 performance stock unit award.

Reporting Owners 2

Edgar Filing: BOISE CASCADE Co - Form 4

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.