

BOISE CASCADE Co
Form 4
February 27, 2017

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 *
STOKES NICK

(Last) (First) (Middle)

C/O BOISE CASCADE COMPANY, 1111 WEST JEFFERSON STREET, SUITE 300

(Street)

BOISE, ID 83702

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BOISE CASCADE Co [BCC]

3. Date of Earliest Transaction (Month/Day/Year)
02/23/2017

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)
EVP, BMD

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)
			Code	V	Amount (A) or Price (D)		
Common Stock, par value \$0.01	02/23/2017		A		9,242 (1) \$ 0 45,899	D	
Common Stock, par value \$0.01	02/23/2017		A		13,179 (2) \$ 0 59,078	D	
Common Stock, par value \$0.01	02/23/2017		A		4,393 (3) \$ 0 63,471	D	
Common Stock, par value \$0.01	02/23/2017		A		8,786 \$ 0 72,257	D	

Stock, par value \$0.01 (4)

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

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STOKES NICK C/O BOISE CASCADE COMPANY 1111 WEST JEFFERSON STREET, SUITE 300 BOISE, ID 83702				EVP, BMD

Signatures

/s/ John T. Sahlberg, 02/27/2017
Attorney-in-Fact

**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) Represents shares underlying restricted stock unit awards issued pursuant to the registrant's 2016 Incentive Compensation Plan. Shares issued under the restricted stock units will vest and be deliverable in three equal tranches on March 1, 2018, 2019, and 2020. However, restricted stock units of retirement-eligible employees (age 62 or older with 15 years of service, or age 65 or older) vest on a pro rata basis upon retirement.

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(2) Represents shares underlying performance stock unit awards issued pursuant to the registrant's 2013 Incentive Compensation Plan. The number of shares issued under the performance stock units was determined based on 2016 Return on Investment Capital (ROIC). Shares issued under the performance stock units will vest and become deliverable on March 1, 2019. However, performance stock units of retirement eligible employees (age 62 or older with 15 years of service, or age 65 or older) vest on a pro rata basis upon retirement.

(3) Represents shares underlying performance stock unit awards issued pursuant to the registrant's 2013 Incentive Compensation Plan. The number of shares issued under the performance stock units was determined based on 2016 Return on Investment Capital (ROIC). Shares issued under the performance stock units will vest and become deliverable on March 1, 2017. However, performance stock units of retirement eligible employees (age 62 or older with 15 years of service, or age 65 or older) vest on a pro rata basis upon retirement.

(4) Represents shares underlying performance stock unit awards issued pursuant to the registrant's 2013 Incentive Compensation Plan. The number of shares issued under the performance stock units was determined based on 2016 Return on Investment Capital (ROIC). Shares issued under the performance stock units will vest and become deliverable on March 1, 2018. However, performance stock units of retirement eligible employees (age 62 or older with 15 years of service, or age 65 or older) vest on a pro rata basis upon retirement.

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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