

Rahman Muhit
Form 4
June 10, 2010

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 *
Rahman Muhit

2. Issuer Name and Ticker or Trading Symbol
KAPSTONE PAPER & PACKAGING CORP [KS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
8550 WILLOW RUN COURT
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/04/2010

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

CINCINNATI, OH 45243

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) | | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-------------------|---------|---|--|
| | | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common | 06/04/2010 | | P | | 20,000 (1) | A | | \$ 10.4815 (2) | 438,100 | D | |
| Common | 06/07/2010 | | P | | 20,000 (1) | A | | \$ 10.1407 (3) | 458,100 | D | |
| Common | 06/08/2010 | | P | | 10,000 (1) | A | | \$ 9.9408 (4) | 468,100 | D | |

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

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SEC 1474 (9-02)

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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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------|
| | Director | 10% Owner | Officer | Other |
| Rahman Muhit 8550 WILLOW RUN COURT CINCINNATI, OH 45243 | | | | Former Director |

Signatures

Muhit Rahman by Power of Attorney
Date: 06/09/2010

**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) The reporting person's purchases shown above were matchable under Section 16(b) of the Securities Exchange Act of 1934 with sales made by the reporting person within the six-month period prior to the reported purchases. The reporting person has agreed to pay to Kapstone Paper and Packaging Corporation \$110,687.39, representing the full amount of the profit realized in connection with the short-swing transaction, less transaction costs
 - (2) The price is weighted average price. The reporting person will provide any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares purchased at each price within a range of \$10.42 - \$10.52.
 - (3) The price is weighted average price. The reporting person will provide any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares purchased at each price within a range of \$10.05 - \$10.20.
 - (4) The price is weighted average price. The reporting person will provide any security holder of the issuer, of the SEC staff, upon request, information regarding the number of shares purchased at each price within a range of \$9.88 - \$10.

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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