

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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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 *
RANCOURT WAYNE M

(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, CFO and Treasurer

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 | | 8,318 (1) | A | \$ 0 46,391 D |
| Common Stock, par value \$0.01 | 02/23/2017 | | A | | 13,179 (2) | A | \$ 0 59,570 D |
| Common Stock, par value \$0.01 | 02/23/2017 | | A | | 4,393 (3) | A | \$ 0 63,963 D |
| Common | 02/23/2017 | | A | | 8,786 | A | \$ 0 72,749 D |

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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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