

BOISE CASCADE Co
Form 4
March 05, 2014

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 *
FINNEGAN PAUL J

(Last) (First) (Middle)

C/O MADISON DEARBORN PARTNERS, L.L.C., 70 W. MADISON STREET, SUITE 4600

(Street)

CHICAGO, IL 60602

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock, par value \$0.01	03/03/2014		J(1)(2)(3)	V	73,612	A	\$ 0 73,612
							D (1) (2) (3) (4) (5)
Common stock, par value \$0.01	03/03/2014		J(1)(2)(3)	V	7,428	A	\$ 0 7,428
							I
	03/03/2014		J(1)(2)(3)	V	10,444	A	\$ 0 10,444
							I

By Glen Lake Partners II, L.P. See footnotes (1) (2) (3) (5)

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Common stock, par value \$0.01									By Paul McCally Finnegan Dynasty Trust. See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(5)</u>
Common stock, par value \$0.01	03/03/2014	<u>J(1)(2)(3)</u>	V	10,444	A	\$ 0	10,444	I	By Alexander James Finnegan Dynasty Trust. See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(5)</u>
Common stock, par value \$0.01	03/03/2014	<u>J(1)(2)(3)</u>	V	10,444	A	\$ 0	10,444	I	By Katherine Marie Finnegan Dynasty Trust. See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(5)</u>
Common stock, par value \$0.01	03/03/2014	<u>J(1)(2)(3)</u>	V	10,444	A	\$ 0	10,444	I	By Mary M. Finnegan Dynasty Trust. See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(5)</u>
Common stock, par value \$0.01	03/03/2014	<u>J(1)(2)(3)</u>	V	5,222	A	\$ 0	5,222	I	By Peter A. Finnegan 2005 Trust. See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(5)</u>
Common stock, par value \$0.01	03/03/2014	<u>J(1)(2)(3)</u>	V	5,222	A	\$ 0	5,222	I	By Albert W. McCally 2005 Trust. See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(5)</u>

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. 3 and 4)
				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

FINNEGAN PAUL J
C/O MADISON DEARBORN PARTNERS, L.L.C.
70 W. MADISON STREET, SUITE 4600
CHICAGO, IL 60602

X

Signatures

Paul J. Finnegan, by /s/ Mark B. Tresnowski, Attorney in Fact

03/05/2014

**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) On March 3, 2014, Boise Cascade Holdings, L.L.C. ("BC Holdings") made a pro rata distribution for no consideration of 7,785,938 shares of Boise Cascade Company's common stock, par value \$0.01 per share (collectively, the "Shares"), to its members (the "BC Holdings Distribution"). Forest Products Holdings, L.L.C. ("FPH"), BC Holdings' controlling equityholder, then made a pro rata distribution for no consideration of 6,228,265 of the Shares to its members, including its controlling equityholder Madison Dearborn Capital Partners IV, L.P. ("MDCP IV"), on the same date. MDCP IV further distributed on a pro rata basis for no consideration the Shares it received from FPH to its partners on the same date. Madison Dearborn Partners IV, L.P., the general partner of MDCP IV, then distributed on a pro rata basis for no consideration the Shares it received from MDCP IV to its partners on the same date (the "MDP IV Distribution").

(2) In the MDP IV Distribution: (i) Mr. Finnegan received 73,612 Shares; (ii) Glen Lake Partners II, L.P. received 7,428 Shares; (iii) Paul McCally Dynasty Trust received 10,444 Shares; (iv) Alexander James Finnegan Dynasty Trust received 10,444 Shares; (v) Katherine Marie Finnegan Dynasty Trust received 10,444 Shares; (vi) Mary M. Finnegan Dynasty Trust received 10,444 Shares; (vii) Peter A. Finnegan 2005 Trust received 5,222 Shares; and (viii) Albert W. McCally 2005 Trust received 5,222 Shares.

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Mr. Finnegan is the trustee of Glen Lake Partners Management Trust I, a general partner of Glen Lake Partners II, L.P. Mr. Finnegan's wife, Mary M. Finnegan, is the trustee of Glen Lake Partners Management Trust II, the other general partner of Glen Lake Partners II, L.P. Mrs. Finnegan and Peter Finnegan, Mr. Finnegan's brother, are co-trustees of each of Paul McCally Dynasty Trust, Alexander James Finnegan Dynasty Trust, Katherine Marie Finnegan Dynasty Trust and Mary Finnegan Dynasty Trust. Mrs. Finnegan is trustee of Peter A. Finnegan 2005 Trust and Albert W. McCally 2005 Trust. The direct and indirect acquisition of such Shares by Mr. Finnegan was exempt under Rule 16a-9 and Rule 16a-13.

(3) Prior to giving effect to the distributions discussed in Note (1) above, BC Holdings was the record owner of the Shares. The reporting person previously reported the Shares as indirectly owned through BC Holdings.

Mr. Finnegan hereby disclaims beneficial ownership of any shares of the issuer's common stock held by Glen Lake Partners II, L.P., Paul McCally Dynasty Trust, Alexander James Finnegan Dynasty Trust, Katherine Marie Finnegan Dynasty Trust, Mary M. Finnegan Dynasty Trust, Peter A. Finnegan 2005 Trust and Albert W. McCally 2005 Trust, except to the extent of his pecuniary interest therein, and the inclusion of such shares in this report should not be deemed an admission that he is the beneficial owner of such shares for purposes of Section 16 or for any other purpose.

(5) 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.