

Rock-Tenn CO
Form 4
August 27, 2014

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
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(Print or Type Responses)

1. Name and Address of Reporting Person *
McIntosh Robert Bruce

(Last) (First) (Middle)

504 THRASHER STREET

(Street)

NORCROSS, GA 30071

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Rock-Tenn CO [RKT]

3. Date of Earliest Transaction
(Month/Day/Year)
08/27/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
EVP, GEN COUNSEL, SECRETARY

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 Beneficial Ownership (Instr. 4)
Class A Common Stock			Code	V Amount (D) Price	187,420 ⁽¹⁾	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right-to-buy)	\$ 17.975 (2)	08/27/2014		M		23,800		05/10/2007	05/10/2017	Class A Common Stock	23,800
Employee Stock Option (right-to-buy)	\$ 14.55 (3)	08/27/2014		M		31,000		03/19/2008	03/19/2018	Class A Common Stock	31,000
Employee Stock Option (right-to-buy)	\$ 13.215 (4)	08/27/2014		M		16,800		03/18/2009	03/18/2019	Class A Common Stock	16,800
Employee Stock Option (right-to-buy)	\$ 21.345 (5)	08/27/2014		M		8,600		01/29/2010	10/29/2020	Class A Common Stock	8,600
Employee Stock Option (right-to-buy)	\$ 34.325 (6)	08/27/2014		M		6,400		02/28/2011	02/28/2021	Class A Common Stock	6,400
Employee Stock Option (right-to-buy)	\$ 31.695 (7)	08/27/2014		M		9,750		02/01/2012	02/01/2022	Class A Common Stock	9,750
Employee Stock Option (right-to-buy)	\$ 39.9 (8)	08/27/2014		M		7,640		01/25/2013	01/25/2023	Class A Common Stock	7,640
Employee Stock Option (right-to-buy)	\$ 50.74 (9)	08/27/2014		M		5,980		01/31/2014	01/31/2024	Class A Common Stock	5,980

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McIntosh Robert Bruce 504 THRASHER STREET NORCROSS, GA 30071			EVP, GEN COUNSEL, SECRETARY	

Signatures

Robert B.
McIntosh

08/27/2014

 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).

- On August 27, 2014 the common stock of Rock-Tenn Company split 2-for-1 resulting in the reporting person's ownership of 94,003 additional shares of stock. This amount includes 586 shares purchased under the Employee Stock Purchase Plan from November 2013 to July 2014.
- (1)
 - (2) This option was previously reported as covering 11,900 shares at an exercise price of \$35.95 per share, but was adjusted to reflect the stock split that occurred on August 27, 2014.
 - (3) This option was previously reported as covering 15,500 shares at an exercise price of \$29.10 per share.
 - (4) This option was previously reported as covering 8,400 shares at an exercise price of \$26.43 per share.
 - (5) This option was previously reported as covering 4,300 shares at an exercise price of \$42.69 per share.
 - (6) This option was previously reported as covering 3,200 shares at an exercise price of \$68.65 per share.
 - (7) This option was previously reported as covering 4,875 shares at an exercise price of \$63.39 per share.
 - (8) This option was previously reported as covering 3,820 shares at an exercise price of \$79.80 per share.
 - (9) This option was previously reported as covering 2,990 shares at an exercise price of \$101.48 per share.

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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