

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Graham-Johnson Jennifer

(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 below) ____ Other (specify
below)

EVP - Human Resources

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				(A) or (D)	8,862 ⁽¹⁾	D	
Class A Common Stock					10,722 ⁽²⁾	I	Joint with spouse

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 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 ⁽³⁾	08/27/2014		M		3,100		05/10/2007	05/10/2017	Class A Common Stock	3,100
Employee Stock Option (right-to-buy)	\$ 14.55 ⁽⁴⁾	08/27/2014		M		3,334		03/19/2008	03/19/2018	Class A Common Stock	3,334
Employee Stock Option (right-to-buy)	\$ 13.215 ⁽⁵⁾	08/27/2014		M		4,000		03/18/2009	03/18/2019	Class A Common Stock	4,000
Employee Stock Option (right-to-buy)	\$ 21.345 ⁽⁶⁾	08/27/2014		M		3,200		01/29/2010	01/29/2020	Class A Common Stock	3,200
Employee Stock Option (right-to-buy)	\$ 34.325 ⁽⁷⁾	08/27/2014		M		2,800		02/28/2011	02/28/2021	Class A Common Stock	2,800
Employee Stock Option (right-to-buy)	\$ 31.695 ⁽⁸⁾	08/27/2014		M		4,250		02/01/2012	02/01/2022	Class A Common Stock	4,250
Employee Stock Option (right-to-buy)	\$ 39.9 ⁽⁹⁾	08/27/2014		M		4,300		01/25/2013	01/25/2023	Class A Common Stock	4,300
Employee Stock Option (right-to-buy)	\$ 50.74 ⁽¹⁰⁾	08/27/2014		M		3,400		01/31/2014	01/31/2024	Class A Common Stock	3,400

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
	EVP - Human Resources

Graham-Johnson Jennifer
504 THRASHER STREET
NORCROSS, GA 30071

Signatures

Robert B. McIntosh (Attorney-in-fact pursuant to power of attorney previously filed with the SEC)

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 direct ownership of
- (1) 4,461 additional shares of stock. This amount includes 60 shares purchased under the Employee Stock Purchase Plan from February 2014 to July 2014.
 - (2) Stock split 2-for-1 resulted in the reporting person's indirect ownership of 5,361 additional shares of stock.
 - (3) This option was previously reported as covering 3,600 shares at an exercise price of \$35.95 per share, but was adjusted to reflect the stock split that occurred on August 27, 2014.
 - (4) This option was previously reported as covering 5,000 shares at an exercise price of \$29.10 per share.
 - (5) This option was previously reported as covering 3,000 shares at an exercise price of \$26.43 per share.
 - (6) This option was previously reported as covering 1,600 shares at an exercise price of \$42.69 per share.
 - (7) This option was previously reported as covering 1,400 shares at an exercise price of \$68.65 per share.
 - (8) This option was previously reported as covering 2,125 shares at an exercise price of \$63.39 per share.
 - (9) This option was previously reported as covering 2,150 shares at an exercise price of \$79.80 per share.
 - (10) This option was previously reported as covering 1,700 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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