

BOISE CASCADE Co
Form 4
March 13, 2014

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 *
MENCOFF SAMUEL M

(Last) (First) (Middle)

C/O MADISON DEARBORN PARTNERS, LLC, 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)
02/27/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Pr Deriv
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Secu (Instr)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	02/27/2014	A		2,639		<u>(2)</u>	<u>(2)</u>	Common Stock, par value \$0.01	2,639	\$
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MENCOFF SAMUEL M C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602	X	X		
SOULELES THOMAS S C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602	X	X		
NORTON MATTHEW W C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602	X	X		
MADISON DEARBORN PARTNERS LLC C/O MADISON DEARBORN PARTNERS, LLC 70 W. MADISON STREET, SUITE 4600 CHICAGO, IL 60602	X	X		
MADISON DEARBORN PARTNERS IV LP C/O MADISON DEARBORN PARTNERS, LLC	X	X		

70 W. MADISON STREET, SUITE 4600
CHICAGO, IL 60602

MADISON DEARBORN CAPITAL PARTNERS IV LP
C/O MADISON DEARBORN PARTNERS, LLC X X
70 W. MADISON STREET, SUITE 4600
CHICAGO, IL 60602

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

Signatures

Samuel M. Mencoff, by /s/ John T. Sahlberg, Attorney in Fact	03/13/2014
__Signature of Reporting Person	Date
Thomas S. Souleles, by /s/ John T. Sahlberg, Attorney in Fact	03/13/2014
__Signature of Reporting Person	Date
Matthew W. Norton, by /s/ John T. Sahlberg, Attorney in Fact	03/13/2014
__Signature of Reporting Person	Date
Madison Dearborn Partners, LLC, by /s/ John T. Sahlberg, Attorney-in-Fact for Mark B. Tresnowski, Managing Director	03/13/2014
__Signature of Reporting Person	Date
Madison Dearborn Partners IV, L.P., by Madison Dearborn Partners, LLC, its General Partner, by /s/ John T. Sahlberg, Attorney-in-Fact for Mark B. Tresnowski, Managing Director	03/13/2014
__Signature of Reporting Person	Date
Madison Dearborn Capital Partners IV, L.P., by Madison Dearborn Partners IV, L.P., its General Partner, by Madison Dearborn Partners, LLC, its General Partner, by /s/ John T. Sahlberg, Attorney-in-Fact for Mark B. Tresnowski, Managing Director	03/13/2014
__Signature of Reporting Person	Date
Paul J. Finnegan, by /s/ John T. Sahlberg, Attorney-in-Fact	03/13/2014
__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) Each restricted stock unit represents a contingent right to receive one share of Boise Cascade Company common stock.
 - (2) The restricted stock units vest on February 27, 2015. Vested shares will be delivered to the reporting person 60 days following the record holder's termination as a director of Boise Cascade Company (or other employment with the company).
 - (3) Includes 2,023 restricted stock units which vested on February 26, 2014; provided that such vested shares will not be delivered to the reporting person until 60 days following the record holder's termination as a director or employee with Boise Cascade Company.
 - (4) These restricted stock units are held of record by Samuel Mencoff.

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- (5) These restricted stock units are held of record by Thomas Souleles.
- (6) These restricted stock units are held of record by Matthew Norton.

Each of Messrs. Mencoﬀ, Souleles and Norton is an executive officer or an employee of Madison Dearborn Partners, LLC ("MDP"). Each of the foregoing persons was appointed to the Boise Cascade Company's Board of Directors as nominees of Boise Cascade Holdings, LLC ("BCH"), pursuant to a director nomination agreement between BCH and Boise Cascade Company. Madison Dearborn

- (7) Capital Partners IV, LP ("MDCP IV") is the indirect controlling stockholder of BCH, Madison Dearborn Partners IV, LP ("MDP IV") is the general partner of MDCP IV, MDP is the general partner of MDP IV and Mr. Paul J. Finnegan is a member of the limited partner committee of MDP IV and, as a result, each may be deemed a director by deputization as a result of Messrs. Mencoﬀ, Norton and Souleles serving on Boise Cascade Company's Board of Directors on behalf of BCH.

- (8) Each of MDCP IV, MDP IV, MDP, Mr. Finnegan, Mr. Mencoﬀ and Mr. Souleles may be deemed to have an indirect pecuniary interest in the awards, which are held by the record holders for the benefit of MDP IV, MDCP IV and MDP. Mr. Norton does not have a pecuniary interest in any of the awards. Each of the foregoing persons expressly disclaims beneficial ownership of the reported securities, except to the extent of such person's respective pecuniary interest therein.

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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