

BOISE CASCADE Co  
Form 4  
February 26, 2016

**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 \*  
**HIBBS KELLY E.**  
  
(Last) (First) (Middle)  
  
C/O BOISE CASCADE COMPANY, 1111 WEST JEFFERSON STREET, SUITE 300

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

3. Date of Earliest Transaction (Month/Day/Year)  
**02/24/2016**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**VP and Controller**

BOISE, ID 83702  
  
(City) (State) (Zip)

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

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)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |
| Common Stock, par value \$0.01  | 02/24/2016                           |  | A                              | (1)   | 5,435   | A  | \$ 0 14,640 D                     |
| Common Stock, par value \$0.01  | 02/24/2016                           |  | A                              | (2)   | 1,524   | A  | \$ 0 16,164 D                     |

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

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SEC 1474 (9-02)

number.

**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 Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                      |       |
|---|---------------|-----------|----------------------|-------|
|   | Director      | 10% Owner | Officer              | Other |
| HIBBS KELLY E.<br>C/O BOISE CASCADE COMPANY<br>1111 WEST JEFFERSON STREET, SUITE 300<br>BOISE, ID 83702 |               |           | VP and<br>Controller |       |

## Signatures

/s/ John T. Sahlberg, as Attorney in Fact 02/26/2016

\_\_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) Represents shares underlying restricted stock unit awards issued pursuant to the registrant's 2013 Incentive Compensation Plan. Shares issued under the restricted stock units will vest and become deliverable in three equal tranches on March 1, 2017, 2018, and 2019. However, restricted 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.
- (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 2015 EBITDA defined as income before interest (interest expense and interest income), income taxes, and depreciation and amortization. Shares issued under the performance stock units will vest and become deliverable in three equal tranches on March 1, 2016, 2017, and 2018. However, 100% of performance stock units granted to retirement-eligible employees (age 62 or older with 15 years of service, or age 65 or older) vest on the later of March 1, 2016 or the date upon which they become retirement eligible.

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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