

RUSSELL CURREY M
Form 4/A
May 05, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
RUSSELL CURREY M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
P.O. BOX 4098

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/01/2009

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

NORCROSS, GA 30091

(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)
01/30/2009

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Class A Common Stock	05/01/2009		S		\$ 12,800 D 38.4875 (1)	157,508 (2)	I By Trust
Class A Common Stock	05/04/2009		S		\$ 27,200 D 39.1398 (3)	130,308	I By Trust
Class A Common Stock	05/04/2009		S		\$ 11,000 D 39.1038 (4)	5,588 (5)	I By Spouse
Class A Common Stock						121,820	D

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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 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
RUSSELL CURREY M P.O. BOX 4098 NORCROSS, GA 30091		X		

Signatures

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

05/05/2009

__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) Shares were sold at average price of \$38.4875. Prices ranging from \$38.13 to \$38.75.
- (2) Amending amount of securities beneficially owned as of 01/30/09 to 170,308 by Trust.
- (3) Shares were sold at average price of \$39.1398. Prices ranging from \$38.55 to \$39.60.
- (4) Shares were sold at average price of \$39.1038. Prices ranging from \$38.55 to \$39.70.
- (5) Amending amount of securities beneficially owned as of 01/30/09 to 16,588 by Spouse.

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. > Common Stock 24,375 24,375 D (5) Stock Option (right to buy) \$ 17.37

03/01/201603/18/2025 Common Stock 30,000 30,000 D ⁽⁵⁾ Stock Option (right to buy) \$ 17.28
 03/01/201703/16/2026 Common Stock 37,500 37,500 D ⁽⁵⁾ Stock Option (right to buy) \$ 29.01
 03/15/201803/15/2027 Common Stock 45,000 45,000 D ⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lebel Joseph III 975 HOOPER AVENUE TOMS RIVER, NJ 08754				EVP, CBO OceanFirst Bank

Signatures

/s/ Steven J. Tsimbinos, Power of Attorney 01/25/2018
 __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) Restricted shares awarded. Such shares vest in five equal annual installments beginning on March 1, 2019. Total includes other restricted shares that vest in the future.
- (2) One third of such shares vest on each of March 1, 2019, 2020, and 2021 at approximately 60% or approximately 80% to 100% depending on the attainment of defined performance criteria for each of the calendar years ended 2018, 2019, and 2020, or are forfeited if threshold performance is not met. Total includes other restricted shares that vest in the future.
- (3) This form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16b-3(c).
- (4) This form reflects increases in beneficial ownership resulting from exempt acquisitions pursuant to Rule 16a-11.
- (5) Options vest in five equal annual installments beginning on the date first exercisable.

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