

BOISE CASCADE Co

Form 4

February 27, 2015

**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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2005  
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response... 0.5

(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**

(Street)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/25/2015**

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)  
VP and Controller

BOISE, ID 83702

(City) (State) (Zip)

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)
Common Stock, par value \$0.01	02/25/2015		A	(A) or (D) Amount 2,419 (1)	\$ 0 6,136	D	
Common Stock, par value \$0.01	02/25/2015		A	(A) or (D) Amount 2,658 (2)	\$ 0 8,794	D	
Common Stock, par value \$0.01	02/26/2015		F	300 (3) D \$ 36.17	8,494	D	

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Following Transaction (Instr. 10)
				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

HIBBS KELLY E.  
C/O BOISE CASCADE COMPANY  
1111 WEST JEFFERSON STREET, SUITE 300  
BOISE, ID 83702

VP and  
Controller

## Signatures

/s/ John T. Sahlberg, as Attorney  
in Fact

02/27/2015

\_\_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 be deliverable in three equal tranches on March 1, 2016, 2017, and 2018. However, 100% of restricted 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.

(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 upon 2014 EBITDA, defined as income before interest (interest expense and interest income), income taxes, and depreciation and amortization. One third of the shares vested on February 25, 2015, while the remaining two thirds will vest and be deliverable in two equal tranches on December 31, 2015 and December 31, 2016.

(3)

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Represents shares withheld for taxes upon the satisfaction of the time and performance vesting conditions with respect to the 2014 performance stock unit award.

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.