

COTTERELL SAMUEL K
Form 4
March 17, 2011

FORM 4

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

OMB APPROVAL

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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 *
COTTERELL SAMUEL K

(Last) (First) (Middle)

BOISE INC., 1111 WEST
JEFFERSON STREET, SUITE 200

(Street)

BOISE, ID 83702-5388

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BOISE INC. [BZ]

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2011

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)
Senior Vice President & CFO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (D) or Price | | |
| Common Stock | 03/15/2011 | | M | | 20,000 (1) | A | \$ 0 45,726 D |
| Common Stock | 03/15/2011 | | F | | 6,850 (1) | D | \$ 8.55 38,876 D |

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

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(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 Underlying (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|---------------------------|---------------------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| 2009 Restricted Stock Units | (2) | 03/15/2011 | | M | | | 20,000 | 03/15/2010 ⁽¹⁾ | 03/15/2012 ⁽¹⁾ | Common Stock |
| 2011 Restricted Stock Units | (2) | | | | | | | 03/15/2012 ⁽³⁾ | 03/15/2013 ⁽³⁾ | Common Stock |
| 2011 Restricted Stock Units | (2) | 03/15/2011 | | A | | | 3,984 | 03/15/2012 ⁽⁴⁾ | 03/15/2012 ⁽⁴⁾ | Common Stock |
| 2011 Restricted Stock Units | (2) | 03/15/2011 | | A | | | 14,724 | 03/15/2013 ⁽⁵⁾ | 03/17/2014 ⁽⁵⁾ | Common Stock |
| 2011 Stock Option | \$ 8.55 | 03/15/2011 | | A | | | 29,006 | 03/15/2013 ⁽⁶⁾ | ⁽⁶⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| COTTERELL SAMUEL K BOISE INC. 1111 WEST JEFFERSON STREET, SUITE 200 BOISE, ID 83702-5388 | | | Senior Vice President & CFO | |

Signatures

/s/ Samuel K.
Cotterell

03/17/2011

**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) On March 16, 2009, Mr. Cotterell was awarded 100,000 restricted stock units (RSUs) under the Boise Inc. Incentive and Performance Plan. These service-condition vesting RSUs vest as follows: 20,000 RSUs vested on March 15, 2010; 20,000 vested on March 15, 2011; and the remaining 60,000 will vest on March 15, 2012. Mr. Cotterell elected to have shares withheld to satisfy his tax withholding obligations on the 20,000 RSUs that vested on March 15, 2011.

(2) Each restricted stock unit represents a contingent right to receive one share of Boise Inc. common stock.

(3) On January 1, 2011, Mr. Cotterell was awarded 18,000 restricted stock units (RSUs) upon his election as our senior vice president and chief financial officer. These service-condition vesting RSUs vest as follows: 9,000 RSUs will vest on March 15, 2012, and the remaining 9,000 will vest on March 15, 2013.

(4) The company declared a special cash dividend payable on December 3, 2010, to shareholders of record on November 17, 2010. On the record date, our executive officers held unvested restricted stock or restricted stock units that, pursuant to the terms of their award agreements, did not accrue dividends. On February 23, 2011, the compensation committee of our board of directors approved a supplemental equity award to our executive officers to align management and shareholder interests regarding dividend strategy. Accordingly, on March 15, 2011, Mr. Cotterell was awarded a supplemental one-year, service-condition vesting equity award equivalent in value to the dividends he would have received on his restricted stock units held as of the record date.

(5) On March 15, 2011, Mr. Cotterell was awarded 14,724 restricted stock units (RSUs) under the Boise Inc. Incentive and Performance Plan. These service-condition vesting RSUs vest as follows: 7,362 RSUs will vest on March 15, 2013, and the remaining 7,362 will vest on March 17, 2014.

(6) On March 15, 2011, Mr. Cotterell was awarded a nonqualified stock option under the Boise Inc. Incentive and Performance Plan. This stock option award will vest and become exercisable as follows: 14,503 shares will vest and become exercisable on March 15, 2013; and the remaining 14,503 will vest and become exercisable on March 17, 2014. This award, to the extent vested, must be exercised on or before the earliest of the following: the tenth anniversary of the award date; five years after the date of Mr. Cotterell's retirement; three years after Mr. Cotterell's death or total and permanent disability; or one year after Mr. Cotterell's termination pursuant to his stock option award agreement.

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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