

BEMIS CO INC
Form 5/A
February 18, 2005

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
MCDONALD NANCY P

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
BEMIS CO INC [BMS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

SUITE 2300, 222 S. 9TH ST.

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2004

4. If Amendment, Date Original Filed (Month/Day/Year)
02/15/2005

6. Individual or Joint/Group Reporting

(check applicable line)

MINNEAPOLIS, MN 55402-4099

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|
| | | | | (A) or (D) | Amount or Price | | |
| Common Stock | Â | Â | Â | Â | Â | 449,443 | D |
| Common Stock | Â | Â | Â | Â | Â | 1,252,928 | I |
| Common Stock | 02/01/2005 | Â | W4 | 216,834 | A | \$ (2) 216,384 | I |

See Footnote (1)

See Footnote (3)

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

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SEC 2270
(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | | |
| Common Stock | Â | Â | Â | Â | Â Â | 05/02/2006 ⁽⁵⁾ | 05/02/2006 | Common Stock | 1,968 |
| Common Stock | Â | Â | Â | Â | Â Â | 05/06/2007 ⁽⁶⁾ | 05/06/2007 | Common Stock | 1,648 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MCDONALD NANCY P SUITE 2300 222 S. 9TH ST. MINNEAPOLIS, MN 55402-4099 | Â | X | Â | Â |

Signatures

J J Seifert Power of Attorney
Date: 02/18/2005
**Signature of Reporting Person

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 are owned by a limited liability company in which Reporting Person has an undivided 0.92696 of one percent interest. Reporting Person disclaims to beneficial ownership except to extent of her 0.92696 of one percent interest.
- (2) No price is needed - transfer involving inheritance.
- (3)

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Reporting Person has a beneficial interest of 12-1/2 percent in a trust. Reporting Person disclaims beneficial ownership of Bemis Common Stock held by the trust except to the extent of her 12-1/2 percent interest.

- (4) Security converts to Common Stock on a one-to-one basis on date of conversion.
- (5) Stock Award granted to Bemis Director pursuant to 2001 Stock Incentive Plan exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of May 2, 2006.
- (6) Stock Award granted to Bemis Director pursuant to 2001 Stock Incentive Plan exempt under Rule 16b-3: Grant to Reporting Person of right to receive stock as of May 6, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.