### LARSSON WILLIAM D

Form 4 May 09, 2013

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

**OMB APPROVAL** 

Expires:

January 31, 2005

0.5

Estimated average

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

may continue. See Instruction

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(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* LARSSON WILLIAM D

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

Clearwater Paper Corp [CLW]

5. Relationship of Reporting Person(s) to Issuer

(Middle)

3. Date of Earliest Transaction

(Check all applicable)

601 WEST RIVERSIDE

(Month/Day/Year)

X\_ Director Officer (give title below)

10% Owner Other (specify

**AVENUE. SUITE 1100** 

4. If Amendment, Date Original

05/07/2013

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

SPOKANE, WA 99201

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

(A) or

Following Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

or Exercise

Security

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

### Edgar Filing: LARSSON WILLIAM D - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	I	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Common Stock (1)	\$ 47.92	05/07/2013		A		1,982.471		(2)	(2)	Common Stock	1,982.47

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
200 por com g	Director	10% Owner	Officer	Other			
LARSSON WILLIAM D 601 WEST RIVERSIDE AVENUE SUITE 1100 SPOKANE, WA 99201	X						

# **Signatures**

/s/ Michael S. Gadd, Attorney-in-Fact

05/09/2013

\*\*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).
- Phantom stock units are credited to the reporting person's account on the transaction date in accordance with the provisions of the (1) Clearwater Paper Corporation Deferred Compensation Plan for Directors and will be converted to cash and paid on a 1-for-1 basis with
- the issuer's common stock.
- (2) Phantom stock units will be converted to cash and paid upon the reporting person's termination from service with Clearwater Paper in accordance with the provisions of the Clearwater Paper Corporation Deferred Compensation Plan for Directors.
- Phantom stock unit beneficial ownership represents phantom stock allocated to the reporting person's Deferred Compensation Account since the reporting person's last report. These phantom stock allocations represent an annual award grant for service from May 1, 2013 through April 30, 2014. These phantom stock units will vest May 1, 2014.

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. l-align:top;padding-left:2px;padding-top:2px;padding-bottom:2px;padding-right:2px;"> Net income (loss)

\$

38.1

\$ 31.3

\$ 197.5

Reporting Owners 2

```
$
(17.3
Income (loss) per share of common stock (basic):
Income (loss) from continuing operations
$
0.27
0.23
$
1.41
$
(0.14)
Income from discontinued operations
0.01
0.01
Net income (loss) per share
0.27
0.23
```

\$

```
1.42
(0.13
Net income (loss) per share of common stock (diluted):
Income (loss) from continuing operations
0.26
0.22
$
1.36
(0.14
Income from discontinued operations
0.01
0.01
Net income (loss) per share
0.26
```

0.22

### Edgar Filing: LARSSON WILLIAM D - Form 4

\$ 1.37 \$ (0.13

Average shares of stock outstanding - basic 140.0

137.1

139.1

136.9

Average shares of stock outstanding - diluted 144.0