

Rock-Tenn CO  
Form 4  
August 27, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
VOORHEES STEVEN C

(Last) (First) (Middle)  
504 THRASHER STREET  
(Street)

NORCROSS, GA 30071

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/27/2014

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)  
CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Class A Common Stock            |                                      |  |                                | (A) or (D)  | 437,734 <sup>(1)</sup>  | D  |                                   |

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)**

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| 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 Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   |                               |
| Employee Stock Option (right-to-buy)       | \$ 17.975 <sup>(2)</sup>                               | 08/27/2014                           |  | M                              | 33,400  | 05/10/2007 05/10/2017                                    | Class A Common Stock  | 33,400                        |
| Employee Stock Option (right-to-buy)       | \$ 14.55 <sup>(3)</sup>                                | 08/27/2014                           |  | M                              | 44,000  | 03/19/2008 03/19/2018                                    | Class A Common Stock  | 44,000                        |
| Employee Stock Option (right-to-buy)       | \$ 13.215 <sup>(4)</sup>                               | 08/27/2014                           |  | M                              | 40,000  | 03/18/2009 03/18/2019                                    | Class A Common Stock  | 40,000                        |
| Employee Stock Option (right-to-buy)       | \$ 21.345 <sup>(5)</sup>                               | 08/27/2014                           |  | M                              | 19,000  | 01/29/2010 01/29/2020                                    | Class A Common Stock  | 19,000                        |
| Employee Stock Option (right-to-buy)       | \$ 34.325 <sup>(6)</sup>                               | 08/27/2014                           |  | M                              | 14,200  | 02/28/2011 02/28/2021                                    | Class A Common Stock  | 14,200                        |
| Employee Stock Option (right-to-buy)       | \$ 31.03 <sup>(7)</sup>                                | 08/27/2014                           |  | M                              | 1,800   | 07/20/2011 07/20/2021                                    | Class A Common Stock  | 1,800                         |
| Employee Stock Option (right-to-buy)       | \$ 31.695 <sup>(8)</sup>                               | 08/27/2014                           |  | M                              | 23,350  | 02/01/2012 02/01/2022                                    | Class A Common Stock  | 23,350                        |
| Employee Stock Option (right-to-buy)       | \$ 39.9 <sup>(9)</sup>                                 | 08/27/2014                           |  | M                              | 18,560  | 01/25/2013 01/25/2023                                    | Class A Common Stock  | 18,560                        |
| Employee Stock Option (right-to-buy)       | \$ 50.74 <sup>(10)</sup>                               | 08/27/2014                           |  | M                              | 42,720  | 01/31/2014 01/31/2024                                    | Class A Common Stock  | 42,720                        |

## Reporting Owners

| Reporting Owner Name / Address           | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| VOORHEES STEVEN C<br>504 THRASHER STREET | X             |           | CEO     |       |

NORCROSS, GA 30071

## Signatures

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

08/27/2014

\_\_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).  
On August 27, 2014 the common stock of Rock-Tenn Company split 2-for-1 resulting in the reporting person's ownership of \$219,263 additional shares of stock. This amount includes 792 shares purchased under the Employee Stock Purchase Plan from November 2013 to July 2014.
- (1) This option was previously reported as covering 16,700 shares at an exercise price of \$35.95 per share, but was adjusted to reflect the stock split that occurred on August 27, 2014.
- (2) This option was previously reported as covering 22,000 shares at an exercise price of \$29.10 per share.
- (3) This option was previously reported as covering 20,000 shares at an exercise price of \$26.43 per share.
- (4) This option was previously reported as covering 9,500 shares at an exercise price of \$42.69 per share.
- (5) This option was previously reported as covering 7,100 shares at an exercise price of \$68.65 per share.
- (6) This option was previously reported as covering 900 shares at an exercise price of \$62.06 per share.
- (7) This option was previously reported as covering 11,625 shares at an exercise price of \$63.39 per share.
- (8) This option was previously reported as covering 9,280 shares at an exercise price of \$79.80 per share.
- (9) This option was previously reported as covering 21,360 shares at an exercise price of \$101.48 per share.

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.