

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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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) Price	437,734 ⁽¹⁾	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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (right-to-buy)	\$ <u>17.975</u> ⁽²⁾	08/27/2014		M	33,400	05/10/2007 05/10/2017	Class A Common Stock	33,400
Employee Stock Option (right-to-buy)	\$ <u>14.55</u> ⁽³⁾	08/27/2014		M	44,000	03/19/2008 03/19/2018	Class A Common Stock	44,000
Employee Stock Option (right-to-buy)	\$ <u>13.215</u> ⁽⁴⁾	08/27/2014		M	40,000	03/18/2009 03/18/2019	Class A Common Stock	40,000
Employee Stock Option (right-to-buy)	\$ <u>21.345</u> ⁽⁵⁾	08/27/2014		M	19,000	01/29/2010 01/29/2020	Class A Common Stock	19,000
Employee Stock Option (right-to-buy)	\$ <u>34.325</u> ⁽⁶⁾	08/27/2014		M	14,200	02/28/2011 02/28/2021	Class A Common Stock	14,200
Employee Stock Option (right-to-buy)	\$ <u>31.03</u> ⁽⁷⁾	08/27/2014		M	1,800	07/20/2011 07/20/2021	Class A Common Stock	1,800
Employee Stock Option (right-to-buy)	\$ <u>31.695</u> ⁽⁸⁾	08/27/2014		M	23,350	02/01/2012 02/01/2022	Class A Common Stock	23,350
Employee Stock Option (right-to-buy)	\$ <u>39.9</u> ⁽⁹⁾	08/27/2014		M	18,560	01/25/2013 01/25/2023	Class A Common Stock	18,560
Employee Stock Option (right-to-buy)	\$ <u>50.74</u> ⁽¹⁰⁾	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 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.