

MADISON DEARBORN CAPITAL PARTNERS IV LP  
 Form 4  
 February 28, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 MENCOFF SAMUEL M

(Last) (First) (Middle)

C/O MADISON DEARBORN PARTNERS, LLC, 70 W. MADISON STREET, SUITE 4600

(Street)

CHICAGO, IL 60602

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 BOISE CASCADE Co [BCC]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/26/2013

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)

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) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | 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 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction of Derivative | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Pr |
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-----------|---|--|-------|
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-----------|---|--|-------|

Edgar Filing: MADISON DEARBORN CAPITAL PARTNERS IV LP - Form 4

| Security (Instr. 3)    | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Secu (Instr. 3)  |                 |                                |                            |    |
|------------------------|--|----------------------|-----------------|---|------------------|------------------|------------------|-----------------|--------------------------------|----------------------------|----|
|                        |  |                      | Code            | V   | (A)              | (D)              | Date Exercisable | Expiration Date | Title                          | Amount or Number of Shares |    |
| Restricted Stock Units | <u>(1)</u>                               | 02/26/2013           | A               |   | 2,023            |                  | <u>(2)</u>       | <u>(2)</u>      | Common Stock, par value \$0.01 | 2,023                      | \$ |
| Restricted Stock Units | <u>(1)</u>                               | 02/26/2013           | A               |   | 2,023            |                  | <u>(2)</u>       | <u>(2)</u>      | Common Stock, par value \$0.01 | 2,023                      | \$ |
| Restricted Stock Units | <u>(1)</u>                               | 02/26/2013           | A               |   | 2,023            |                  | <u>(2)</u>       | <u>(2)</u>      | Common Stock, par value \$0.01 | 2,023                      | \$ |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| MENCOFF SAMUEL M<br>C/O MADISON DEARBORN PARTNERS, LLC<br>70 W. MADISON STREET, SUITE 4600<br>CHICAGO, IL 60602              | X             | X         |         |       |
| SOULELES THOMAS S<br>C/O MADISON DEARBORN PARTNERS, LLC<br>70 W. MADISON STREET, SUITE 4600<br>CHICAGO, IL 60602             | X             | X         |         |       |
| NORTON MATTHEW W<br>C/O MADISON DEARBORN PARTNERS, LLC<br>70 W. MADISON STREET, SUITE 4600<br>CHICAGO, IL 60602              | X             | X         |         |       |
| MADISON DEARBORN PARTNERS LLC<br>C/O MADISON DEARBORN PARTNERS, LLC<br>70 W. MADISON STREET, SUITE 4600<br>CHICAGO, IL 60602 | X             | X         |         |       |
| MADISON DEARBORN PARTNERS IV LP<br>C/O MADISON DEARBORN PARTNERS, LLC  | X             | X         |         |       |

70 W. MADISON STREET, SUITE 4600  
CHICAGO, IL 60602

MADISON DEARBORN CAPITAL PARTNERS IV LP  
C/O MADISON DEARBORN PARTNERS, LLC X X  
70 W. MADISON STREET, SUITE 4600  
CHICAGO, IL 60602

FINNEGAN PAUL J  
C/O MADISON DEARBORN PARTNERS, LLC X X  
70 W. MADISON STREET, SUITE 4600  
CHICAGO, IL 60602

## Signatures

|   |            |
|---|------------|
| Samuel M. Mencoff, by /s/ John T. Sahlberg, Attorney in Fact  | 02/28/2013 |
| __Signature of Reporting Person   | Date       |
| Thomas S. Souleles, by /s/ John T. Sahlberg, Attorney in Fact   | 02/28/2013 |
| __Signature of Reporting Person   | Date       |
| Matthew W. Norton, by /s/ John T. Sahlberg, Attorney in Fact  | 02/28/2013 |
| __Signature of Reporting Person   | Date       |
| Madison Dearborn Partners, LLC, by /s/ John T. Sahlberg, Attorney-in-Fact for Mark B. Tresnowski, Managing Director   | 02/28/2013 |
| __Signature of Reporting Person   | Date       |
| Madison Dearborn Partners IV, L.P., by Madison Dearborn Partners, LLC, its General Partner, by /s/ John T. Sahlberg, Attorney-in-Fact for Mark B. Tresnowski, Managing Director   | 02/28/2013 |
| __Signature of Reporting Person   | Date       |
| Madison Dearborn Capital Partners IV, L.P., by Madison Dearborn Partners IV, L.P., its General Partner, by Madison Dearborn Partners, LLC, its General Partner, by /s/ John T. Sahlberg, Attorney-in-Fact for Mark B. Tresnowski, Managing Director | 02/28/2013 |
| __Signature of Reporting Person   | Date       |
| Paul J. Finnegan, by /s/ John T. Sahlberg, Attorney-in-Fact   | 02/28/2013 |
| __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).
- (1) Each restricted stock unit represents a contingent right to receive one share of Boise Cascade Company common stock.
  - (2) The restricted stock units vest on February 26, 2014. Vested shares will be delivered to the reporting person 60 days following the record holder's termination as a director of Boise Cascade Company (or other employment with the company).
  - (3) These restricted stock units are held of record by Samuel Mencoff.
  - (4) These restricted stock units are held of record by Thomas Souleles.
  - (5) These restricted stock units are held of record by Matthew Norton.

## Edgar Filing: MADISON DEARBORN CAPITAL PARTNERS IV LP - Form 4

Each of Messrs. Mencoff, Souleles and Norton is an executive officer or an employee of Madison Dearborn Partners, LLC ("MDP").

- (6) Each of the foregoing persons was appointed to the Boise Cascade Company's Board of Directors as nominees of Boise Cascade Holdings, LLC ("BCH"), pursuant to a director nomination agreement between BCH and Boise Cascade Company.

Madison Dearborn Capital Partners IV, LP ("MDCP IV") is the indirect controlling stockholder of BCH, Madison Dearborn Partners IV, LP ("MDP IV") is the general partner of MDCP IV, MDP is the general partner of MDP IV and Mr. Paul J. Finnegan is a member of the limited partner committee of MDP IV and, as a result, each may be deemed a director by deputization as a result of Messrs. Mencoff,

- (7) Norton and Souleles serving on Boise Cascade Company's Board of Directors on behalf of BCH. Each of MDCP IV, MDP IV, MDP, Mr. Finnegan, Mr. Mencoff and Mr. Souleles may be deemed to have an indirect pecuniary interest in the awards, which are held by the record holders for the benefit of MDP IV, MDCP IV and MDP. Mr. Norton does not have a pecuniary interest in any of the awards. Each of the foregoing persons expressly disclaims beneficial ownership of the reported securities, except to the extent of such person's respective pecuniary interest therein.

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.