

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 *
McIntosh Robert Bruce

(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
X Officer (give title below) ___ Other (specify below)
EVP, GEN COUNSEL, SECRETARY

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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)	187,420 ⁽¹⁾	D	

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

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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	Amount or Number of Shares
Employee Stock Option (right-to-buy)	\$ 17.975 ⁽²⁾	08/27/2014		M		23,800	05/10/2007 05/10/2017	Class A Common Stock	23,800
Employee Stock Option (right-to-buy)	\$ 14.55 ⁽³⁾	08/27/2014		M		31,000	03/19/2008 03/19/2018	Class A Common Stock	31,000
Employee Stock Option (right-to-buy)	\$ 13.215 ⁽⁴⁾	08/27/2014		M		16,800	03/18/2009 03/18/2019	Class A Common Stock	16,800
Employee Stock Option (right-to-buy)	\$ 21.345 ⁽⁵⁾	08/27/2014		M		8,600	01/29/2010 10/29/2020	Class A Common Stock	8,600
Employee Stock Option (right-to-buy)	\$ 34.325 ⁽⁶⁾	08/27/2014		M		6,400	02/28/2011 02/28/2021	Class A Common Stock	6,400
Employee Stock Option (right-to-buy)	\$ 31.695 ⁽⁷⁾	08/27/2014		M		9,750	02/01/2012 02/01/2022	Class A Common Stock	9,750
Employee Stock Option (right-to-buy)	\$ 39.9 ⁽⁸⁾	08/27/2014		M		7,640	01/25/2013 01/25/2023	Class A Common Stock	7,640
Employee Stock Option (right-to-buy)	\$ 50.74 ⁽⁹⁾	08/27/2014		M		5,980	01/31/2014 01/31/2024	Class A Common Stock	5,980

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McIntosh Robert Bruce 504 THRASHER STREET NORCROSS, GA 30071			EVP, GEN COUNSEL, SECRETARY	

Signatures

Robert B.
McIntosh

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 94,003 additional shares of stock. This amount includes 586 shares purchased under the Employee Stock Purchase Plan from November 2013 to July 2014.
- (1) additional shares of stock. This amount includes 586 shares purchased under the Employee Stock Purchase Plan from November 2013 to July 2014.
 - (2) This option was previously reported as covering 11,900 shares at an exercise price of \$35.95 per share, but was adjusted to reflect the stock split that occurred on August 27, 2014.
 - (3) This option was previously reported as covering 15,500 shares at an exercise price of \$29.10 per share.
 - (4) This option was previously reported as covering 8,400 shares at an exercise price of \$26.43 per share.
 - (5) This option was previously reported as covering 4,300 shares at an exercise price of \$42.69 per share.
 - (6) This option was previously reported as covering 3,200 shares at an exercise price of \$68.65 per share.
 - (7) This option was previously reported as covering 4,875 shares at an exercise price of \$63.39 per share.
 - (8) This option was previously reported as covering 3,820 shares at an exercise price of \$79.80 per share.
 - (9) This option was previously reported as covering 2,990 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.

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