

WARREN ROBERT C JR
Form 4
March 29, 2013

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 *
WARREN ROBERT C JR

2. Issuer Name and Ticker or Trading Symbol
CASCADE CORP [CASC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/28/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

PO BOX 20187

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PORTLAND, OR 97294

(City) (State) (Zip)

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)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/28/2013		U		100,957	D	\$ 65 22,498	D	
Common Stock	03/28/2013		U		1,465,866 <u>(1)</u>	D	\$ 65 0	I	By Warren Holdings LLC
Common Stock	03/28/2013		U		93	D	\$ 65 0	I	By 401(k) plan
Common Stock	03/28/2013		U		1,200 <u>(2)</u>	D	\$ 65 0	I	By Wife
	03/28/2013		U		14,392	D	\$ 65 0	I	By trust

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Common
Stock

Common Stock 03/28/2013 D 22,498 ⁽³⁾ D \$ 65 0 D

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

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(9-02)

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

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 Underlying Securities (Instr. 3 and 4)
Stock Appreciation Rights	\$ 21.15	03/28/2013		D	72,000	05/26/2005 ⁽⁴⁾ 05/26/2014	Common Stock	4
Stock Appreciation Rights	\$ 35.6	03/28/2013		D	75,000	06/07/2006 ⁽⁵⁾ 06/07/2015	Common Stock	3
Stock Appreciation Rights	\$ 37.05	03/28/2013		D	3,500	06/06/2007 ⁽⁶⁾ 06/06/2016	Common Stock	1
Stock Appreciation Rights	\$ 48.66	03/28/2013		D	22,415	04/01/2012 ⁽⁷⁾ 04/01/2021	Common Stock	5
Stock Appreciation Rights	\$ 50.12	03/28/2013		D	26,274	03/30/2013 ⁽⁸⁾ 03/30/2022	Common Stock	6
Employee Stock Option (right to buy)	\$ 14.12	03/28/2013		D	76,900	05/22/2004 ⁽⁹⁾ 05/22/2013	Common Stock	7

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARREN ROBERT C JR PO BOX 20187 PORTLAND, OR 97294	X	X	President and CEO	

Signatures

Robert C.
Warren, Jr. 03/29/2013

 **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) Mr. Warren disclaims beneficial ownership of Cascade Corporation common stock held by Warren Holdings, LLC, except to the extent of his pecuniary interest therein.
- (2) Mr. Warren disclaims beneficial ownership of Cascade Corporation common stock held by his wife.
- 22,498 of these shares represent shares of restricted stock which became fully vested by virtue of the merger and were cancelled and converted into the right to receive a lump sum cash payment equal to the merger consideration of \$65.00 per share, pursuant to the Agreement and Plan of Merger, dated October 22, 2012, among Cascade Corporation, Toyota Industries Corporation and Industrial Components and Attachments II, Inc.
- (3) These stock appreciation rights, which provided for vesting in four equal annual installments beginning on May 26, 2005, were cancelled in the merger in exchange for a cash payment of \$3,157,200, representing the aggregate amount by which the merger consideration of \$65.00 per share exceeds the base price of the stock appreciation rights.
- (4) These stock appreciation rights, which provided for vesting in four equal annual installments beginning on June 7, 2006, were cancelled in the merger in exchange for a cash payment of \$2,205,000, representing the aggregate amount by which the merger consideration of \$65.00 per share exceeds the base price of the stock appreciation rights.
- (5) These stock appreciation rights, which provided for vesting in four equal annual installments beginning on June 6, 2007, were cancelled in the merger in exchange for a cash payment of \$97,825, representing the aggregate amount by which the merger consideration of \$65.00 per share exceeds the base price of the stock appreciation rights.
- (6) These stock appreciation rights, which provided for vesting in three equal annual installments beginning April 1, 2012, were cancelled in the merger in exchange for a cash payment of \$366,261, representing the aggregate amount by which the merger consideration of \$65.00 per share exceeds the base price of the stock appreciation rights.
- (7) These stock appreciation rights, which provided for vesting in four equal annual installments beginning on March 30, 2013, were cancelled in the merger in exchange for a cash payment of \$390,957, representing the aggregate amount by which the merger consideration of \$65.00 per share exceeds the base price of the stock appreciation rights.
- (8) These options, which provided for vesting in four equal annual installments beginning on May 22, 2004, were cancelled in the merger in exchange for a cash payment of \$3,912,672, representing the aggregate amount by which the merger consideration of \$65.00 per share exceeds the base price of the stock appreciation rights.
- (9)

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.