

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 \*  
Graham-Johnson Jennifer

(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)

EVP - Human Resources

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) Price			
Class A Common Stock					8,862 <sup>(1)</sup>	D	
Class A Common Stock					10,722 <sup>(2)</sup>	I	Joint with spouse

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

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SEC 1474 (9-02)

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**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)	Amount or Number of Shares
Employee Stock Option (right-to-buy)	\$ 17.975 <sup>(3)</sup>	08/27/2014		M	3,100	05/10/2007 05/10/2017	Class A Common Stock	3,100
Employee Stock Option (right-to-buy)	\$ 14.55 <sup>(4)</sup>	08/27/2014		M	3,334	03/19/2008 03/19/2018	Class A Common Stock	3,334
Employee Stock Option (right-to-buy)	\$ 13.215 <sup>(5)</sup>	08/27/2014		M	4,000	03/18/2009 03/18/2019	Class A Common Stock	4,000
Employee Stock Option (right-to-buy)	\$ 21.345 <sup>(6)</sup>	08/27/2014		M	3,200	01/29/2010 01/29/2020	Class A Common Stock	3,200
Employee Stock Option (right-to-buy)	\$ 34.325 <sup>(7)</sup>	08/27/2014		M	2,800	02/28/2011 02/28/2021	Class A Common Stock	2,800
Employee Stock Option (right-to-buy)	\$ 31.695 <sup>(8)</sup>	08/27/2014		M	4,250	02/01/2012 02/01/2022	Class A Common Stock	4,250
Employee Stock Option (right-to-buy)	\$ 39.9 <sup>(9)</sup>	08/27/2014		M	4,300	01/25/2013 01/25/2023	Class A Common Stock	4,300
Employee Stock Option (right-to-buy)	\$ 50.74 <sup>(10)</sup>	08/27/2014		M	3,400	01/31/2014 01/31/2024	Class A Common Stock	3,400

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			EVP - Human Resources	

Graham-Johnson Jennifer  
504 THRASHER STREET  
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 direct ownership of
- (1) 4,461 additional shares of stock. This amount includes 60 shares purchased under the Employee Stock Purchase Plan from February 2014 to July 2014.
  - (2) Stock split 2-for-1 resulted in the reporting person's indirect ownership of 5,361 additional shares of stock.
  - (3) This option was previously reported as covering 3,600 shares at an exercise price of \$35.95 per share, but was adjusted to reflect the stock split that occurred on August 27, 2014.
  - (4) This option was previously reported as covering 5,000 shares at an exercise price of \$29.10 per share.
  - (5) This option was previously reported as covering 3,000 shares at an exercise price of \$26.43 per share.
  - (6) This option was previously reported as covering 1,600 shares at an exercise price of \$42.69 per share.
  - (7) This option was previously reported as covering 1,400 shares at an exercise price of \$68.65 per share.
  - (8) This option was previously reported as covering 2,125 shares at an exercise price of \$63.39 per share.
  - (9) This option was previously reported as covering 2,150 shares at an exercise price of \$79.80 per share.
  - (10) This option was previously reported as covering 1,700 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.