

SONOCO PRODUCTS CO

Form 8-K

February 22, 2008

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

**FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 5, 2008**  
**SONOCO PRODUCTS COMPANY**  
Commission File No. 0-516

Incorporated under the laws  
of South Carolina

I.R.S. Employer Identification  
No. 57-0248420

1 N. Second St.  
Hartsville, South Carolina 29550  
Telephone: 843/383-7000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Section 5 Corporate Governance and Management**

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 5, 2008, the Compensation Committee of Sonoco's Board of Directors approved the following equity awards under the 1991 Sonoco Products Company Key Employee Stock Plan:

Name	Stock Appreciation Rights	Performance Contingent Restricted Stock Unit Awards	
		Threshold	Maximum
H. E. DeLoach, Jr.	111,000	37,500	112,500
C. J. Hupfer	29,000	9,000	27,000
C. L. Sullivan, Jr.	30,000	10,000	30,000
M. J. Sanders	30,000	10,000	30,000
J. C. Bowen	10,000	3,000	9,000
All other officers	71,000	18,900	56,700

**Stock Appreciation Rights**

Stock settled stock appreciation rights ( SARs ) provide executive officers and other key management employees the right to receive shares of the Company's common stock equal to the appreciation in share price above the closing price on February 6, 2008. The material terms and conditions are as follows:

**Approved Features**

Grant Type:	Stock Settled Stock Appreciation Rights
Option Price:	Fair Market Value on February 6, 2008
Exercise Term:	7 years from date of grant; expiration date February 6, 2015
Vesting:	100% vested on February 6, 2009. Unvested options are cancelled upon termination, except in the case of death and disability in which case, unvested options will immediately vest upon the date of termination, or in the case of retirement in which case, unvested options will continue to vest provided the employee does not accept employment (without prior approval from Sonoco) that violates their signed Employee Agreement; violation results in forfeiture of all remaining awards.

**Exercise Period at Termination**

Death:	Term of SAR with a minimum of one year
Disability:	Maximum of one year from termination following total disability
Retirement:	Maximum of five years from retirement provided the employee does not accept employment (without prior approval from Sonoco) that violates their signed Employee Agreement; violation results in forfeiture of all remaining awards
Termination without cause:	Three month exercise period for vested awards after expiration of any blackout period (if applicable)
Termination for cause:	Immediate cancellation of all awards

Allowable Exercise Provisions

- Reduction of shares for tax withholding
- Receive stock certificate for value of SAR or have certificate sent to company approved broker for addition to personal account or sale for cash

**Performance Contingent Restricted Stock Unit Awards**

The material terms and conditions of the 2008 grants of performance contingent restricted stock units are the same as for those made in 2007 with the exception to changes in the three-year financial performance goals for early vesting and the number of performance contingent restricted stock units granted.

Key provisions of the grants are:

- 1) Awards vest over five years with accelerated vesting over three years if certain performance targets are met, subject to a participant's continued employment.
- 2) The financial performance measures used to determine the amount of performance units vested are cumulative base earnings per share (as adjusted to exclude certain items) ( BEPS ) and average return on net assets employed ( RONAE ), after adjusting to exclude certain items.

The targets for the 2008 - 2010 performance cycle are as follows:

	<b>Threshold Vesting</b>	<b>Maximum Vesting</b>
Three-Year Compound Growth in BEPS	12.5%	33.1%
Average Three-Year RONAE	10.25% - 11.25%	11.25% - 12.25%

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**SONOCO PRODUCTS COMPANY**

Date: February 22, 2008

By: /s/ C.J. Hupfer  
C.J. Hupfer  
Senior Vice President and Chief Financial  
Officer

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