

BANTA CORP
Form 4
January 11, 2007

FORM 4

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

OMB APPROVAL

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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 *
KNEEZEL RONALD D

(Last) (First) (Middle)
225 MAIN STREET, P. O. BOX
8003
(Street)

MENASHA, WI 54952-8003

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BANTA CORP [BN]

3. Date of Earliest Transaction (Month/Day/Year)
01/09/2007

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)
VP, General Counsel

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 | | | |
| Common Stock | 01/09/2007 | | D | V Amount (D) \$ 0 (1) | 0 | D | |

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

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SEC 1474 (9-02)

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 Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Option | \$ 16.34 | 01/09/2007 | | D | 3,268 | 10/25/2000 | 10/24/2009 | Common Stock | 3,268 |
| Stock Option | \$ 18.16 | 01/09/2007 | | D | 17,268 | 10/27/1999 | 10/26/2008 | Common Stock | 17,268 |
| Stock Option | \$ 19.78 | 01/09/2007 | | D | 21,585 | 11/05/2002 | 11/05/2011 | Common Stock | 21,585 |
| Stock Option | \$ 24.36 | 01/09/2007 | | D | 20,146 | 10/28/2003 | 10/28/2012 | Common Stock | 20,146 |
| Stock Option | \$ 26.27 | 01/09/2007 | | D | 20,146 | 10/27/2004 | 10/27/2013 | Common Stock | 20,146 |
| Stock Option | \$ 30.1 | 01/09/2007 | | D | 9,333 | 01/24/2006 | 01/24/2015 | Common Stock | 9,333 |
| Stock Option | \$ 31.94 | 01/09/2007 | | D | 8,056 | 04/26/2005 | 04/26/2014 | Common Stock | 8,056 |
| Stock Option | \$ 35.36 | 01/09/2007 | | D | 8,433 | 01/29/2007 | 01/29/2016 | Common Stock | 8,433 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KNEEZEL RONALD D 225 MAIN STREET P. O. BOX 8003 MENASHA, WI 54952-8003 | | | VP, General Counsel | |

Signatures

Ronald D
Kneezel

01/10/2007

**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) Shares of Common Stock were converted into the right to receive \$36.50 per share pursuant to an agreement and plan of merger between the issuer and RR Donnelley (the "Merger").
 - (3) Balances and prices adjusted to reflect the special dividend of \$16.00 per share payable on November 21, 2006.
This option was canceled in the merger pursuant to a cash conversion whereby each share of common stock of the option was converted
 - (2) into the right to receive cash in an amount equal to the product of (i) the number of shares of issuer's common stock subject to the option multiplied by (ii) the amount by which \$36.50 exceeds the exercise price of the option.

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.