

## MADISON DEARBORN CAPITAL PARTNERS IV LP

Form 4

February 18, 2009

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BOISE CASCADE HOLDINGS,  
L.L.C.**

(Last) (First) (Middle)

**C/O BOISE CASCADE  
HOLDINGS, LLC, 1111 WEST  
JEFFERSON STREET, SUITE 300**

(Street)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**BOISE INC. [BZ]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/13/2009**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

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

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

BOISE, ID 83728

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/13/2009		S		735,995	D	\$ 9 (1) (2)
							37,121,379
						I	See Footnote (3)

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

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

## Edgar Filing: MADISON DEARBORN CAPITAL PARTNERS IV LP - Form 4

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOISE CASCADE HOLDINGS, L.L.C. C/O BOISE CASCADE HOLDINGS, LLC 1111 WEST JEFFERSON STREET, SUITE 300 BOISE, ID 83728		X		
FOREST PRODUCTS HOLDINGS, L.L.C. C/O BOISE CASCADE HOLDINGS, LLC 1111 WEST JEFFERSON STREET, SUITE 300 BOISE, ID 83728		X		
MADISON DEARBORN CAPITAL PARTNERS IV LP C/O BOISE CASCADE HOLDINGS, LLC 1111 WEST JEFFERSON STREET, SUITE 300 BOISE, ID 83728		X		
MADISON DEARBORN PARTNERS IV LP C/O BOISE CASCADE HOLDINGS, LLC 1111 WEST JEFFERSON STREET, SUITE 300 BOISE, ID 83728		X		

## Signatures

Boise Cascade Holdings, L.L.C. By: /s/ David G. Gadda Its: Vice President and General Counsel

02/18/2009

Signature of Reporting Person

Date \_\_\_\_\_

Forest Products Holdings, L.L.C. By: /s/ David G. Gadda Its: Vice President and General Counsel

02/18/2009

          \*\*Signature of Reporting Person

Date \_\_\_\_\_

Madison Dearborn Capital Partners IV, L.P. By: Madison Dearborn Partners IV, L.P., its  
General Partner By: Madison Dearborn Partners, LLC, its General Partner By: /s/ Mark B.  
Tresnowski, Managing Director

02/18/2009

\_\_Signature of Reporting Person

Date

Madison Dearborn Partners IV, L.P. By: Madison Dearborn Partners, LLC, its General Partner By: /s/ Mark B. Tresnowski, Managing Director

02/18/2009

\_\_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).

The common shares were transferred in satisfaction of obligations owed pursuant to the Contingent Value Rights Agreements dated as of February 2008 (the "CVRs"), a form of which is included as Exhibit 99.2 to the Issuer's Schedule 14A filed with the Securities and Exchange Commission on February 1, 2008. Pursuant to the CVR Agreements, Boise Cascade Holdings, L.L.C. ("BCH") was obligated

- (1) to pay (in the form of cash or the issuer's common shares) to CVR holders an amount per CVR by which the Anniversary Price (defined as the arithmetical average of the volume weighted average trading price of the Common Stock as reported by Bloomberg Professional Service for the period beginning 9:30 a.m., New York City time and ending at 4:00 p.m., New York City time for the 30 trading days prior to February 5, 2009) was less than \$10.50, up to a maximum of \$1.00 (the "CVR Payments").

The CVR Agreements provide that for purposes of determining the number of common shares required to settle the CVR Payments, the value of each common share shall equal the higher of the Anniversary Price or \$9.00. Accordingly, solely for purposes of computing the number of common shares required to settle the CVR Payments, each common share used to settle the CVR Payments has a deemed value of \$9.00 under the CVR Agreements.

- (2) BCH is the record owner of the 37,121,379 common shares set forth herein. The shares held by BCH may be deemed to be beneficially owned by: (i) Forest Products Holdings, L.L.C. ("FPH"), by virtue of its being the controlling equityholder of BCH; (ii) Madison Dearborn Capital Partners IV, L.P. ("MDCP IV") by virtue of its being the controlling equityholder of FPH; and (iii) Madison Dearborn Partners IV, L.P. ("MDP IV"), by virtue of its being the general partner of MDCP IV. John A. Canning, Jr., Paul J. Finnegan and Samuel M. Mencoff are the sole members of a limited partner committee of MDP IV that has the power, acting by majority vote, to vote or dispose of the shares held by MDCP IV and MDP IV. Each of FPH, MDCP IV, MDP IV and the members of the limited partner committee of MDP IV disclaims beneficial ownership of the shares held directly by BCH except to the extent of his or its respective pecuniary interest therein.

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.