

ALBERT CARL A
Form 5
January 31, 2011

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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
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1. Name and Address of Reporting Person *
ALBERT CARL A

(Last) (First) (Middle)

C/O BOISE INC., 1111 WEST
JEFFERSON STREET, SUITE 200

(Street)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2010

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)

6. Individual or Joint/Group Reporting

(check applicable line)

BOISE, ID 83702-5388

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	Â	Â	Â	Â	Â	Â	64,103 ⁽¹⁾	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	23,800	I	Held by the Albert-Schaefer Trust ⁽²⁾
Common Stock	Â	Â	Â	Â	Â	Â	1,040,153 ⁽¹⁾	I	Held by the Carl A. Albert Trust ⁽³⁾

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Common Stock	06/03/2010	Â	G	40,500	D	\$ 0	999,653	I	Held by the Carl A. Albert Trust (3)
Common Stock	07/12/2010	Â	G	80,000	D	\$ 0	919,653	I	Held by the Carl A. Albert Trust (3)

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

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SEC 2270 (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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of Derivative Securities (Instr. 5)
					(A) (D)	Date Exercisable Expiration Date	Title or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ALBERT CARL A
C/O BOISE INC.
1111 WEST JEFFERSON STREET, SUITE 200
BOISE, ID 83702-5388

Â X Â Â Â

Signatures

/s/ Karen Gowland, Attorney-in-Fact for Carl A. Albert

01/31/2011

**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) On April 5, 2010, Mr. Albert transferred 910,153 shares he held directly to the Carl A. Albert Trust. Mr. Albert's 2010 restricted stock award of 64,103 shares, which will vest in full on March 15, 2011, continues to be held directly.

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(2) Mr. Albert and his wife, Susan Schaefer Albert, serve as the trustees and co-beneficiaries of the Albert-Schaefer Trust.

(3) Mr. Albert serves as trustee of the Carl A. Albert Trust.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.