

WAUSAU PAPER CORP.
Form 4
January 22, 2016

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 *
URMANSKI MATTHEW L

(Last) (First) (Middle)
104 MILL ROCK ROAD
(Street)

NICHOLASVILLE, KY 40356

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WAUSAU PAPER CORP. [WPP]

3. Date of Earliest Transaction
(Month/Day/Year)
01/21/2016

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)
President and COO

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
No Par Value Common Stock	01/21/2016		D ⁽¹⁾		4,452	D	\$ 10.25	0	I	401(k) Trust
No Par Value Common Stock	01/21/2016		D ⁽²⁾		38,450.414	D	\$ 10.25	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)

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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 Underlying Instrument (Instr. 3)
Performance Rights	\$ 0 ⁽²⁾	01/21/2016		D ⁽³⁾	22,423.3727	01/02/2016 ⁽³⁾ 01/02/2016 ⁽³⁾	Common Stock
Performance Rights	\$ 0 ⁽²⁾	01/21/2016		D ⁽⁴⁾	16,372.8091	01/03/2017 ⁽⁴⁾ 01/03/2017 ⁽⁴⁾	Common Stock
Common Stock (Right to Buy)	\$ 10.17	01/21/2016		D ⁽⁵⁾	5,000	⁽⁵⁾ 08/22/2022 ⁽⁵⁾	Common Stock
Common Stock (Right to Buy)	\$ 10	01/21/2016		D ⁽⁵⁾	5,000	⁽⁵⁾ 09/01/2019	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
URMANSKI MATTHEW L 104 MILL ROCK ROAD NICHOLASVILLE, KY 40356			President and COO	

Signatures

Robert J. Gitter,
Attorney-in-Fact

01/22/2016

 **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) Represents an unallocated interest in a 401(k) common stock investment fund. Disposed of pursuant to an agreement and plan of merger dated October 12, 2015 by and among issuer, SCA Americas Inc., and Salmon Acquisition, Inc. (the "Merger") in which the issuer's common stockholders, within three days of the effective date of the Merger, were entitled to receive the merger consideration of \$10.25 per common share.
- (2) Converts to common stock on a one-for-one basis. Disposed of pursuant to an agreement and plan of merger dated October 12, 2015 by and among issuer, SCA Americas Inc., and Salmon Acquisition, Inc. (the "Merger") in which the issuer's common stock holders, within

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three days of the effective date of the Merger, were entitled to receive the merger consideration of \$10.25 per common share.

Converts to common stock on a one-for-one basis. On June 19, 2014, the performance rights vested in accordance with the change in control provisions included in the performance rights grant agreement. The rights were fully vested and exercisable at the earlier of the

- (3) Reporting Person's separation from the issuer or January 2, 2016. Pursuant to the Merger, the award was cancelled in exchange for a cash payment equal to the merger consideration of \$10.25 per share multiplied by the number of shares of common stock subject to such performance unit award.

Converts to common stock on a one-for-one basis. On June 19, 2014, the performance rights vested in accordance with the change in control provisions included in the performance rights grant agreement. The rights were fully vested and exercisable at the earlier of the

- (4) Reporting Person's separation from the issuer or January 3, 2017. Pursuant to the Merger, the award was cancelled in exchange for a cash payment equal to the merger consideration of \$10.25 per share multiplied by the number of shares of common stock subject to such performance unit award.

Pursuant to the Merger, this option was cancelled in exchange for a cash payment equal to the product of the excess, if any, of the merger

- (5) consideration of \$10.25 per share over the applicable per share exercise price of the option and the aggregate number of shares of common stock subject to such option.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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