

Rock-Tenn CO
Form 4
August 27, 2014

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 *
Meadows Arnold Stephen

(Last) (First) (Middle)
504 THRASHER STREET
(Street)

NORCROSS, GA 30071

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Rock-Tenn CO [RKT]

3. Date of Earliest Transaction (Month/Day/Year)
08/27/2014

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)
Chief Accounting Officer

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			
Class A Common Stock					63,062 ⁽¹⁾	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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (right-to-buy)	\$ 34.325 ⁽²⁾	08/27/2014		M	2,800	02/28/2011 02/28/2021	Class A Common Stock	2,800
Employee Stock Option (right-to-buy)	\$ 31.03 ⁽³⁾	08/27/2014		M	500	07/20/2011 07/20/2021	Class A Common Stock	500
Employee Stock Option (right-to-buy)	\$ 31.695 ⁽⁴⁾	08/27/2014		M	4,650	02/01/2012 02/01/2022	Class A Common Stock	4,650
Employee Stock Option (right-to-buy)	\$ 39.9 ⁽⁵⁾	08/27/2014		M	3,640	01/25/2013 01/25/2023	Class A Common Stock	3,640
Employee Stock Option (right-to-buy)	\$ 50.74 ⁽⁶⁾	08/27/2014		M	2,840	01/31/2014 01/31/2024	Class A Common Stock	2,840

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Meadows Arnold Stephen 504 THRASHER STREET NORCROSS, GA 30071			Chief Accounting Officer	

Signatures

Robert B. McIntosh (Attorney-in-fact pursuant to power of attorney previously filed with the SEC)

08/27/2014

__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 August 27, 2014 the common stock of Rock-Tenn Company split 2-for-1, resulting in the reporting person's ownership of 31,531 additional shares of stock.

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- (2) This option was previously reported as covering 1,400 shares at an exercise price of \$68.65 per share, but was adjusted to reflect the stock split that occurred on August 27, 2014.
- (3) This option was previously reported as covering 250 shares at an exercise price of \$62.06 per share.
- (4) This option was previously reported as covering 2,325 shares at an exercise price of \$63.39 per share.
- (5) This option was previously reported as covering 1,820 shares at an exercise price of \$79.80 per share.
- (6) This option was previously reported as covering 1,420 shares at an exercise price of \$101.48 per share.

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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