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BOISE CASCADE CORP  
 Form 4  
 January 02, 2003

FORM 4

U.S. SECURITIES AND EXCHANGE COMMISSION  
 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

( ) Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

1. Name and Address of Reporting Person  
 2. Issuer Name and Ticker or Trading Symbol  
 3. IRS or Social Security Number of Reporting Person (Voluntary)

Groce, Jr., A. B. Boise Cascade Corporation  
 Boise Cascade Corporation BCC  
 1111 West Jefferson Street  
 Boise, ID 83702

6. Relationship of Reporting Person to Issuer (Check all applicable)

Director  10% Owner  Officer (give title below)  Other (specify below)  
 Sr. Vice President

7. Individual or Joint/Group Reporting  
 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) | 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 Month (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) |
|---------------------------------|--------------------------------------|--------------------------------|---|---|---|
| Common Stock                    |                                      |                                |   |   | 1,147 D                                       |
| Common Stock                    |                                      |                                |   | (a) 50.0456   | I   |
| Preferred Stock                 |                                      |                                |   | (a) 326.846   | I   |

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 | 3. Transaction Date | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, | 6. Date exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Ownership Form: Direct (D) or Indirect (I) |
|--|---|---------------------|--------------------------------|---|--|---|---|
|--|---|---------------------|--------------------------------|---|--|---|---|

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| Security                         |                  | 4 | and | 5)  |                               |                              |              |  |  | Amount<br>or<br>Number<br>of<br>Shares |
|----------------------------------|------------------|---|-----|-----|-------------------------------|------------------------------|--------------|--|--|--|
| (<br>Month/<br>Day/<br>Year<br>) | C<br>O<br>D<br>E | V | (A) | (D) | Date<br>Exer-<br>cis-<br>able | Expi-<br>ra-<br>tion<br>Date | Title        |  |  |  |
| Stock Option<br>(Right to Buy)   | \$21.25          |   |     |     |                               | 07-30<br>-2003               | Common Stock |  |  |  |
| Stock Option<br>(Right to Buy)   | \$24.875         |   |     |     |                               | 07-29<br>-2004               | Common Stock |  |  |  |
| Stock Option<br>(Right to Buy)   | \$43.875         |   |     |     |                               | 07-28<br>-2005               | Common Stock |  |  |  |
| Stock Option<br>(Right to Buy)   | \$31.375         |   |     |     |                               | 07-26<br>-2006               | Common Stock |  |  |  |
| Stock Option<br>(Right to Buy)   | \$36.875         |   |     |     |                               | 07-25<br>-2007               | Common Stock |  |  |  |
| Stock Option<br>(Right to Buy)   | \$28.875         |   |     |     |                               | 07-31<br>-2008               | Common Stock |  |  |  |
| Stock Option<br>(Right to Buy)   | \$29.375         |   |     |     |                               | 02-12<br>-2009               | Common Stock |  |  |  |
| Stock Option<br>(Right to Buy)   | \$38.0625        |   |     |     |                               | 07-30<br>-2009               | Common Stock |  |  |  |
| Stock Option<br>(Right to Buy)   | \$27.50          |   |     |     |                               | 07-28<br>-2010               | Common Stock |  |  |  |
| Stock Option<br>(Right to Buy)   | \$24.75          |   |     |     |                               | 09-28<br>-2010               | Common Stock |  |  |  |
| Stock Option<br>(Right to Buy)   | \$35.60          |   |     |     |                               | 07-27<br>-2011               | Common Stock |  |  |  |
| Stock Option<br>(Right to Buy)   | \$27.76          |   |     |     |                               | 07-25<br>-2012               | Common Stock |  |  |  |

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

| 1.<br>Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Con-<br>version<br>or<br>Exercise<br>Price of<br>Deriv-<br>ative<br>Security | 3.<br>Trans-<br>action<br>Date | 4.<br>Trans-<br>action<br>Code<br>(Instr. 8) | 5.<br>Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D)<br>(Instr. 3,<br>4 and 5) | 6.<br>Date exer-<br>cisable and<br>Expiration<br>Date<br>(Month/<br>Day/Year) | 7.<br>Title and<br>Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4) | 8.<br>Pr<br>of<br>De<br>at<br>Se<br>ri<br>(I<br>5) |
|--|--|--------------------------------|--|--|---|--|--|
|--|--|--------------------------------|--|--|---|--|--|

(  
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|                         | Day/<br>Year<br>) | O<br>D<br>E | V | (A)     | (D) | Exer-<br>cis-<br>able | ra-<br>tion<br>Date | Title        | Number<br>of<br>Shares |
|-------------------------|-------------------|-------------|---|---------|-----|-----------------------|---------------------|--------------|------------------------|
| Phantom Stock Units (b) | 12-31<br>-2002    | A           |   | 59.2185 |     |                       |                     | Common Stock | \$2                    |

Explanation of responses:

(a) Represents number of shares beneficially owned as of December 31, 2002, based on information from plan administrator.

(b) Each phantom stock unit is equal in value to one share of the company's common stock.

Signature of Reporting Person:

/s/A. B. Groce, Jr.

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A. B. Groce, Jr.