

MADISON DEARBORN CAPITAL PARTNERS IV LP
 Form 4
 December 07, 2009

FORM 4

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

OMB APPROVAL

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

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 *
BOISE CASCADE HOLDINGS, L.L.C.

(Last) (First) (Middle)

1111 WEST JEFFERSON STREET, SUITE 300

(Street)

BOISE, ID 83728

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/04/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
 X 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 (D) Price | | | |
| Common Stock | 12/04/2009 | | S | 2,550,000 D 4.5954 | 18,311,910 | D (2) | |
| | | | | (A) or (D) Price | | | |
| | | | | \$ (1) | | | |

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 Reporting 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. 1111 WEST JEFFERSON STREET SUITE 300 BOISE, ID 83728 | | X | | |
| FOREST PRODUCTS HOLDINGS, L.L.C. C/O BOISE CASCADE HOLDINGS, L.L.C. 1111 WEST JEFFERSON STREET, SUITE 300 BOISE, ID 83728 | | X | | |
| MADISON DEARBORN CAPITAL PARTNERS IV LP C/O BOISE CASCADE HOLDINGS, L.L.C. 1111 WEST JEFFERSON STREET, SUITE 300 BOISE, ID 83728 | | X | | |
| MADISON DEARBORN PARTNERS IV LP C/O BOISE CASCADE HOLDINGS, L.L.C. 1111 WEST JEFFERSON STREET, SUITE 300 BOISE, ID 83728 | | X | | |

Signatures

| | |
|--|------------|
| Boise Cascade Holdings, L.L.C. by: /s/ David G. Gadda, Vice President and General Counsel | 12/07/2009 |
| **Signature of Reporting Person | Date |
| Forest Products Holdings, L.L.C. by: /s/ David G. Gadda, Vice President and General Counsel | 12/07/2009 |
| **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, L.L.C., its: General Partner by: /s/ David G. Gadda, Attorney-in-Fact | 12/07/2009 |

__Signature of Reporting Person

Date

Madison Dearborn Partners IV, L.P. by: Madison Dearborn Partners, L.L.C., its: General Partner by: /s/ David G. Gadda, Attorney-in-Fact

12/07/2009

__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 transaction reported in this Form 4 was carried out pursuant to a firm underwritten transaction described in a Prospectus Supplement (1) filed by Boise Inc. with the Securities and Exchange Commission on November 18, 2009, and the related Registration Statement on Form S-3 filed by Boise Inc. on November 21, 2008 (File No. 333-155595).

BCH is the record owner of the common shares set forth herein. The shares held by BCH may be deemed to be beneficially owned by (2) Forest Products Holdings, L.L.C. ("FPH"), which is controlled by Madison Dearborn Capital Partners IV, L.P. ("MDCP IV"). Madison Dearborn Partners IV, L.P. ("MDP IV"), is the general partner of MDCP IV.

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.