

ALBERT CARL A
Form 4
March 18, 2009

FORM 4

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).

**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

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(Print or Type Responses)

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

(Last) (First) (Middle)

10940 BELLAGIO ROAD, SUITE C

(Street)

LOS ANGELES, CA 90077

(City) (State) (Zip)

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

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

03/16/2009

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)

Chairman of the Board

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)
Common Stock	03/16/2009		Code V Amount A (1)	(A) or (D) Price A \$ 0	910,153 (2)	D	
Common Stock					23,800	I	Held by the Albert-Schaefer Trust (3)
Common Stock					11,000	I	Held by the Elisa Tamar Albert Trust (4)
Common Stock					130,000	I	Held by the Carl A. Albert Trust (5)

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

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(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. Number of Derivative Securities Beneficially Owned Following Reported 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
ALBERT CARL A 10940 BELLAGIO ROAD SUITE C LOS ANGELES, CA 90077	X Chairman of the Board

Signatures

/s/ Karen Gowland, Attorney-in-Fact for Carl A.
Albert 03/18/2009

__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).

- (1) This award is contingent on shareholder approval at the company's 2009 Annual Shareholders' Meeting to be held on April 23, 2009, of an amendment to the Boise Inc. Incentive and Performance Plan to increase the number of shares authorized under the plan.
- (2) Mr. Albert's 910,153 shares include his 2008 time-vesting restricted stock award of 96,200 shares, which vested on March 2, 2009; and his 2009 time-vesting restricted stock award of 813,953 shares, which will vest on March 15, 2010.
- (3) Mr. Albert and his wife, Susan Schaefer Albert, serve as the trustees and co-beneficiaries of the Albert-Schaefer Trust.
- (4) The Elisa Tamar Albert Trust is held for the benefit of Elisa Tamar Albert, the daughter of Mr. Albert. Mr. Albert serves as trustee of the Elisa Tamar Albert Trust.

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(5) 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 is insufficient, *see* Instruction 6 for procedure.

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