

Kiepura Michael E
 Form 4
 December 07, 2006

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 *
 Kiepura Michael E

(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)
 12/07/2006

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)
 Executive Vice President

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)	(A) or (D)	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	Price		
Class A Common Stock	12/07/2006		M		8,000	A \$ 18.19	62,492	D
Class A Common Stock	12/07/2006		M		12,000	A \$ 14.01	74,492	D
Class A Common Stock	12/07/2006		S		200	D \$ 26.3	74,292	D
Class A Common	12/07/2006		S		300	D \$ 26.31	73,992	D

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Stock								
Class A Common Stock	12/07/2006		S	300	D	\$ 26.32	73,692	D
Class A Common Stock	12/07/2006		S	1,300	D	\$ 26.33	72,392	D
Class A Common Stock	12/07/2006		S	1,700	D	\$ 26.34	70,692	D
Class A Common Stock	12/07/2006		S	13,600	D	\$ 26.35	57,092	D
Class A Common Stock	12/07/2006		S	100	D	\$ 26.36	56,992	D
Class A Common Stock	12/07/2006		S	300	D	\$ 26.37	56,692	D
Class A Common Stock	12/07/2006		S	1,000	D	\$ 26.38	55,692	D
Class A Common Stock	12/07/2006		S	700	D	\$ 26.39	54,992	D
Class A Common Stock	12/07/2006		S	100	D	\$ 26.4	54,892	D
Class A Common Stock	12/07/2006		S	400	D	\$ 26.41	54,492	D

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

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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	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	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. Nu Deriv Secur Benef Own
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Security

Acquired
(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

Follo
Repo
Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kiepura Michael E 504 THRASHER STREET NORCROSS, GA 30071			Executive Vice President	

Signatures

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

12/07/2006

__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).

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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