

BANTA CORP
Form 4
January 11, 2007

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 *
KNEEZEL RONALD D

(Last) (First) (Middle)

225 MAIN STREET, P. O. BOX
8003

(Street)

MENASHA, WI 54952-8003

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
BANTA CORP [BN]

3. Date of Earliest Transaction
(Month/Day/Year)
01/09/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below) below)

VP, General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	01/09/2007		D	25,722	D	\$ 0 (1)	0	D

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

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information contained in this form are not
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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 16.34	01/09/2007		D		3,268		10/25/2000	10/24/2009	Common Stock	3,268
Stock Option	\$ 18.16	01/09/2007		D		17,268		10/27/1999	10/26/2008	Common Stock	17,268
Stock Option	\$ 19.78	01/09/2007		D		21,585		11/05/2002	11/05/2011	Common Stock	21,585
Stock Option	\$ 24.36	01/09/2007		D		20,146		10/28/2003	10/28/2012	Common Stock	20,146
Stock Option	\$ 26.27	01/09/2007		D		20,146		10/27/2004	10/27/2013	Common Stock	20,146
Stock Option	\$ 30.1	01/09/2007		D		9,333		01/24/2006	01/24/2015	Common Stock	9,333
Stock Option	\$ 31.94	01/09/2007		D		8,056		04/26/2005	04/26/2014	Common Stock	8,056
Stock Option	\$ 35.36	01/09/2007		D		8,433		01/29/2007	01/29/2016	Common Stock	8,433

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KNEEZEL RONALD D 225 MAIN STREET P. O. BOX 8003 MENASHA, WI 54952-8003	VP, General Counsel

Signatures

Ronald D
Kneezel

01/10/2007

**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) Shares of Common Stock were converted into the right to receive \$36.50 per share pursuant to an agreement and plan of merger between the issuer and RR Donnelley (the "Merger").

(3) Balances and prices adjusted to reflect the special dividend of \$16.00 per share payable on November 21, 2006.

(2) This option was canceled in the merger pursuant to a cash conversion whereby each share of common stock of the option was converted into the right to receive cash in an amount equal to the product of (i) the number of shares of issuer's common stock subject to the option multiplied by (ii) the amount by which \$36.50 exceeds the exercise price of the option.

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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