

BOISE CASCADE CORP
Form 4/A
May 01, 2003

OMB APPROVAL

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

Check this box if no longer
subject to Section 16.
Form 4 or Form 5
obligations may continue.
See Instruction 1(b).

1. Name and Address of Reporting

Person* (*Last, First, Middle*) **2. Issuer Name and Ticker or**

Trading Symbol 3. I.R.S. Identification Number of Reporting

Person, if an entity (*Voluntary*) Groce, Jr., A., B.

Boise Cascade Corporation (BCC)

1111 W. Jefferson St.

4. Statement for Month/Day/Year 5. If Amendment, Date of Original (Month/Day/Year) 03/31/2003

03/31/2003

(Street) 6. Relationship of Reporting Person(s)

to Issuer (Check All Applicable) 7. Individual or Joint/Group Filing

(Check Applicable Line) Boise, ID 83702

(City) (State) (Zip) Director 10% Owner Form filed by One Reporting Person Officer (give title below)
Form filed by More than One Reporting Person Other (specify below) Sr. Vice President

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. * If the form is filed by more than one reporting person, see instruction 4(b)(v).

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 Transactions(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 (A)	
			or (D) Price
Common Stock		1,147	D
Common Stock		50.368	I By BCC Thrift Plan (a)
Preferred Stock		326.846	I Held by ESOP Trust (a)

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)

Code	V	(A)	(D)
Stock Option (Right to Buy)		\$21.25	
Stock Option (Right to Buy)		\$24.875	
Stock Option (Right to Buy)		\$43.875	
Stock Option (Right to Buy)		\$31.375	
Stock Option (Right to Buy)		\$36.875	
Stock Option (Right to Buy)		\$28.875	
Stock Option (Right to Buy)		\$29.375	
Stock Option (Right to Buy)		\$38.0625	
Stock Option (Right to Buy)		\$27.50	
Stock Option (Right to Buy)		\$24.75	
Stock Option (Right to Buy)		\$35.60	
Stock Option (Right to Buy)		\$27.76	
Phantom Stock Units	(b)	03/31/2003	A 68.3519

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned - Continued
(e.g., puts, calls, warrants, options, convertible 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. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)**
(Instr. 4) **10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)**
(Instr. 4) **11. Nature of Indirect Beneficial Ownership**
(Instr. 4)

Date	Exercisable Expiration Date	Title	Amount or Number of Shares	Ownership Form
07/30/2003		Common Stock	10,600	D
07/29/2004		Common Stock	12,100	D
07/28/2005		Common Stock	12,100	D
07/26/2006		Common Stock	12,100	D
07/25/2007		Common Stock	15,700	D
07/31/2008		Common Stock	16,300	D
02/12/2009		Common Stock	3,600	D
07/30/2009		Common Stock	20,100	D
07/28/2010		Common Stock	24,100	D
09/28/2010		Common Stock	15,000	D
07/27/2011		Common Stock	47,600	D
07/25/2012		Common Stock	45,400	D

Common Stock \$21.85 10,401.3558 D

Explanation of Responses:

- (a) Represents number of shares beneficially owned as of March 31, 2003, based on information from plan administrator.
- (b) Each phantom stock unit is equal in value to one share of the company's common stock.

/s/ Karen Gowland, POA for A. B. Groce, Jr. 5/1/2003

**Signature of Reporting Person
Attorney-in-Fact

Date

** 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.

LIMITED POWER OF ATTORNEY

I, A. Ben Groce, hereby authorize and designate Karen E. Gowland, John W. Holleran, and Cydni J. Waldner, each acting individually, my true and lawful attorneys in fact, to execute and file with the Securities and Exchange Commission and New York Stock Exchange any Form 4 and Form 5 under Section 16 of the Securities Exchange Act of 1934, from time to time to the extent such execution and filing may be necessary in order to comply with the requirements of Section 16 and the regulations thereunder.

This instrument shall be interpreted as a limited power of attorney, and the rights and powers granted are expressly limited to the rights and powers described herein.

The rights and powers granted in this instrument shall remain in full force and effect until I give notice to the attorneys in fact named above, in writing, that the power is terminated or 12 months after I cease to be an executive officer of Boise Cascade Corporation.

Dated: August 8, 2002

/s/ A. Ben Groce
