SEC Form 4

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 OMB APPROVAL
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1. Name and Addres	ss of Reporting Perso DGER P	'n*	2. Issuer Name and Ticker or Trading Symbol SONOCO PRODUCTS CO [SON]		onship of Reporting Person(s) to Issuer all applicable) Director 10% Owner		
				X	Officer (give title	Other (specify	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	1 ^	below)	below)	
(Last) (First) (Middle) ONE NORTH SECOND ST P O BOX 160		(02/08/2017		VP Invstr Rel & Corp Affairs		
P O BOX 160							
,			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filin	g (Check Applicable	
(Street)	80	20551 0100		X	Form filed by One Rep	orting Person	
HARTSVILLE	SC	29551-0160			Form filed by More tha Person	n One Reporting	
(City)	(State)	(Zip)					

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)	e, Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	

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. Transa Code (8)		of		6. Date Exerci: Expiration Dat (Month/Day/Ye	e	7. Title and Amount of Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$0.0000 ⁽¹⁾	02/08/2017		Α		971		02/08/2018 ⁽²⁾	02/08/2027	Common Stock	971	\$0.0000	971	D	
Restricted Stock Units II	\$0.0000 ⁽¹⁾	02/08/2017		А		213		(3)	(3)	Common Stock	213	\$0.0000	999.1	D	
Restricted Stock Units II	\$0.0000 ⁽¹⁾	02/08/2017		F			8	(4)	(4)	Common Stock	8	\$54.46	991.1	D	
Stock Appreciation Right	\$54.46	02/08/2017		А		6,859		02/08/2018 ⁽⁵⁾	02/08/2027	Common Stock	6,859	\$0.0000	6,859	D	

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of Sonoco Products Company common stock.

2. The restricted stock units vest beginning one year from date of grant in three annual installments of 33%, 33%, 34%. Vested shares will be paid to the reporting person six months following retirement or termination of service.

3. The restricted stock units vested immediately. Vested shares will be paid to the reporting person six months following retirement or termination of service.

4. Each share of Restricted Stock Unit is the equivalent of one share of Sonoco Products Company common stock. The shares were cashed out to account for withholding taxes.

5. SAR units vest beginning one year from date of grant in three annual installments of 33%, 33% and 34%.

By: Elizabeth R. Kremer -

Power of Attorney for Roger P. 02/10/2017 Schrum

** Signature of Reporting Person Date

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

 \ast 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.

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 Number.