SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
SANDERS MANCIL J	SONOCO PRODUCTS CO [SON]	X Director ⬜ 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Officer (give title ⬜ Other (specify below) below)
ONE NORTH SECOND ST	02/17/2017	President & CEO
P O BOX 160		
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
HARTSVILLE SC 29551-0160		X Form filed by One Reporting Person
(City) (State) (Zip)		⬜ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/17/2017		A		28,558	A	$52.7	56,954	D	
Common Stock	02/17/2017		M		1,028	A	$0.0000	57,982	D	
Common Stock	02/17/2017		F		1,028	D	$52.86	56,954	D	
Common Stock	02/17/2017		F		13,980	D	$52.7	42,974	D	

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 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				
Phantom Stock Units	$0.0000[(1)]	02/17/2017		A		29,860		(2)	(2)	Common Stock	29,860	$52.7	232,855.1762	D	
Phantom Stock Units	$0.0000[(1)]	02/17/2017		M			1,028	(3)	(3)	Common Stock	1,028	$52.86	231,827.1762	D	

Explanation of Responses:

1. Each share of phantom stock is the economic equivalent of one share of Sonoco Products Company common stock.

2. Represents performance shares which have vested but receipt of which has been deferred until six months after termination of service.

3. Each share of phantom stock is the economic equivalent of one share of Sonoco Products Company common stock. The shares were cashed out to account for withholding taxes.

By: Elizabeth R. Kremer -
Power of Attorney for Mancil J.   02/22/2017
Sanders

** Signature of Reporting Person   Date