

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

OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

| | | |
|--|---|--|
| 1. Name and Address of Reporting Person* <u>MAHONEY KEVIN P</u> (Last) (First) (Middle) <u>ONE NORTH SECOND ST</u> <u>P O BOX 160</u> (Street) <u>HARTSVILLE SC 29551-0160</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>SONOCO PRODUCTS CO [SON]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/17/2017</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SR VP CORP. PLANNING</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|----------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/17/2017 | | M | | 5,019 | A | \$40.41 | 5,423 | D | |
| Common Stock | 02/17/2017 | | M | | 3,729 | A | \$46.16 | 9,152 | D | |
| Common Stock | 02/17/2017 | | M | | 180 | A | \$0.0000 | 9,332 | D | |
| Common Stock | 02/17/2017 | | F | | 180 | D | \$52.86 | 9,152 | D | |
| Common Stock | 02/17/2017 | | S | | 535 | D | \$53.08 | 8,617 | D | |
| Common Stock | 02/17/2017 | | D | | 570 | D | \$53.07 | 8,047 | D | |
| Common Stock | 02/17/2017 | | D | | 7,643 | D | \$53.1 | 404 | D | |
| Common Stock | | | | | | | | 2,743.0458 | I | by 401k plan |

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 | | 5,753 | | (2) | (2) | Common Stock | 5,753 | \$52.7 | 58,956.7546 | D | |
| Phantom Stock Units | \$0.0000 ⁽¹⁾ | 02/17/2017 | | M | | | 180 | (3) | (3) | Common Stock | 180 | \$52.86 | 58,776.7546 | D | |
| Stock Appreciation Right | \$40.41 | 02/17/2017 | | M | | | 5,019 | 02/10/2017 | 02/10/2026 | Common Stock | 5,019 | \$0.0000 | 10,191 | D | |
| Stock Appreciation Right | \$46.16 | 02/17/2017 | | M | | | 3,729 | 02/11/2016 | 02/11/2025 | Common Stock | 3,729 | \$0.0000 | 3,842 | 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 Kevin P. 02/22/2017
Mahoney

** Signature of Reporting Person Date

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).

** 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.