

Clearwater Paper Corp
 Form 3
 April 01, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | | |
|--|---|--|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Burke Patrick T.</p> <p>(Last) (First) (Middle)</p> <p>601 WEST RIVERSIDE AVENUE,Â SUITE 1100</p> <p>(Street)</p> <p>SPOKANE,Â WAÂ 99201</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/01/2015</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Clearwater Paper Corp [CLW]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP, Pres Cons. Prod.</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|--|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock ⁽¹⁾ | 3,000 ⁽²⁾ | D | Â |
| Common Stock ⁽¹⁾ | 327 ⁽³⁾ | D | Â |
| Common Stock ⁽¹⁾ | 435 ⁽⁴⁾ | D | Â |
| Common Stock | 27 | I | 401(k) |

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

SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) | | |
|---|--|--|--|--|---|---|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Employee Stock Option (right to buy) | Â (5) | 02/24/2024 | Common Stock | 1,464 | \$ 61.25 | D | Â |
| Employee Stock Option (right to buy) | Â (6) | 02/26/2025 | Common Stock | 1,956 | \$ 61.75 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Burke Patrick T. 601 WEST RIVERSIDE AVENUE SUITE 1100 SPOKANE, WA 99201 | Â | Â | Â SVP, Pres Cons. Prod. | Â |

Signatures

/s/Michael S. Gadd,
Attorney-in-Fact

04/02/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Represents award of restricted stock units ("RSUs"). RSUs may be settled only for shares of common stock on a one-for-one basis. Represents RSUs that vest subject to continued service with the Company) on an annual basis over the three year period beginning on Mr. Burke's start date with the Company on May 5, 2014. The vesting schedule is 990 units on May 5, 2015, 990 units on May 5, 2016 and 1020 units on May 5, 2017. During the period, an amount equal to the dividends that would have been paid on the RSUs had they been in the form of common stock will be converted into additional RSUs. These accrued RSUs will vest pursuant to the same vesting schedule.
 - (2) Represents award of RSUs that will vest on December 31, 2016, assuming continued employment. During the vesting period, an amount equal to the dividends that would have been paid on the RSUs had they been in the form of common stock will be converted into additional RSUs.
 - (3) Represents award of RSUs that will vest on December 31, 2017, assuming continued employment. During the vesting period, an amount equal to the dividends that would have been paid on the RSUs had they been in the form of common stock will be converted into additional RSUs.
 - (4) The option becomes exercisable on December 31, 2016, assuming continued employment.
 - (5) The option becomes exercisable on December 31, 2017, assuming continued employment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.