

Weiss Jason
Form 4
March 24, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN 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)

1. Name and Address of Reporting Person *
Weiss Jason

(Last) (First) (Middle)

C/O BOISE INC., 1111 WEST JEFFERSON STREET, SUITE 200

(Street)

BOISE, ID 83702-5388

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BOISE INC. [BZ]

3. Date of Earliest Transaction (Month/Day/Year)
03/22/2010

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | | 286,973 ⁽¹⁾ | D | |
| Common Stock | 03/22/2010 | | S ⁽²⁾ | 5,000 D | \$ 5.83 1,105,699 | I | Held by the Jason G. Weiss Revocable Trust ⁽³⁾ |
| Common Stock | 03/23/2010 | | S ⁽²⁾ | 5,000 D | \$ 5.96 1,100,699 | I | Held by the Jason G. Weiss Revocable Trust ⁽³⁾ |

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| | | | | | | | | | |
|--------------|------------|--|--------------|-------|---|---------|-----------|---|---|
| Common Stock | 03/24/2010 | | <u>S</u> (2) | 5,000 | D | \$ 5.9 | 1,095,699 | I | Held by the Jason G. Weiss Revocable Trust ⁽³⁾ |
| Common Stock | 03/22/2010 | | <u>S</u> (2) | 5,000 | D | \$ 5.83 | 1,370,733 | I | Held by the Weiss Family Trust ⁽⁴⁾ |
| Common Stock | 03/23/2010 | | <u>S</u> (2) | 5,000 | D | \$ 5.96 | 1,365,733 | I | Held by the Weiss Family Trust ⁽⁴⁾ |
| Common Stock | 03/24/2010 | | <u>S</u> (2) | 5,000 | D | \$ 5.9 | 1,360,733 | I | Held by the Weiss Family Trust ⁽⁴⁾ |

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

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.

SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| <u>Warrants</u> ⁽⁵⁾ | \$ 7.5 | 03/22/2010 | | <u>S</u> (2) | 15,000 | 06/19/2008 06/18/2011 | Common Stock | 15,000 | |
| <u>Warrants</u> ⁽⁵⁾ | \$ 7.5 | 03/23/2010 | | <u>S</u> (2) | 15,000 | 06/19/2008 06/18/2011 | Common Stock | 15,000 | |

| | | | | | | | | |
|-----------------|--------|------------|------------------|--------|------------|------------|-----------------|--------|
| Warrants (5) | \$ 7.5 | 03/24/2010 | S ⁽²⁾ | 15,000 | 06/19/2008 | 06/18/2011 | Common Stock | 15,000 |
|-----------------|--------|------------|------------------|--------|------------|------------|-----------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Weiss Jason C/O BOISE INC. 1111 WEST JEFFERSON STREET, SUITE 200 BOISE, ID 83702-5388 | X | | | |

Signatures

| | |
|--|---------------------|
| /s/ Karen Gowland, Attorney-in-Fact for Jason G. Weiss | 03/24/2010 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

Explanation of Responses:

- * 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).
- (1) Mr. Weiss's 286,973 shares include 268,658 shares held directly and his 2010 service-condition vesting restricted stock award of 18,315 shares, which will vest on March 15, 2011.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 23, 2009.
- (3) Mr. Weiss serves as the trustee of the Jason G. Weiss Revocable Trust.
- (4) Mr. Murray Sprung serves as the trustee of the Weiss Family Trust.
- (5) Each warrant entitles Mr. Weiss the right to purchase one share of Boise Inc. common stock.

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.