

Dickson Ward H.
Form 4
February 06, 2018

FORM 4

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

OMB APPROVAL

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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 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 *
Dickson Ward H.

2. Issuer Name and Ticker or Trading Symbol
WestRock Co [WRK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1000 ABERNATHY ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/30/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & Chief Financial Officer

ATLANTA, GA 30328

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common stock | 01/30/2018 | | F | 997 | D \$ 68.16 | 58,704 | D |
| Common Stock | 02/01/2018 | | M | 17,151 (3) | A \$ 66.28 | 75,855 | D |
| Common Stock | 02/01/2018 | | F | 5,494 | D \$ 66.28 | 70,361 | D |
| Common Stock | 02/02/2018 | | M | 3,587 (4) | A \$ 67.24 | 73,948 | D |
| Common Stock | 02/02/2018 | | F | 1,626 | D \$ 67.24 | 72,322 (2) | D |

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Common Stock 02/02/2018 A 4,415
 (1) A \$ 67.24 77,220 (2) D

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Dickson Ward H. 1000 ABERNATHY ROAD ATLANTA, GA 30328 | | | EVP & Chief Financial Officer | |

Signatures

Robert B. McIntosh (attorney-in-fact pursuant to power of attorney previously filed with SEC) 02/05/2018

 **Signature of Reporting Person Date

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) Relates to a grant of stock, which, pursuant to its terms, is scheduled to vest on February 2, 2021.
- (2) Amount includes 126 shares received from dividend reinvestments in fiscal 2017 and 357 shares received from dividend reinvestments on grant issued 07/01/2015.
- (3) Relates to a grant of performance-based stock on August 5, 2015, which, pursuant to its terms, vested on January 30, 2018, and for which the performance results were certified by the Company's Compensation Committee on February 1, 2018. Amount includes 1,325 shares

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received from dividend reinvestments on grant awarded.

(4) Amount includes 230 shares received from dividend reinvestments on grant awarded.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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