SEC	Form	4
-----	------	---

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

ſ

OMB Number:	3235-0287
Estimated average burde	n
hours per response:	0.5

> 7. Nature of Indirect Beneficial Ownership (Instr. 4)

401(k)

ESOP Trust⁽²⁾

> 11. Nature of Indirect Beneficial Ownership

(Instr. 4)

Sectio obligat	this box if no long the second s		STAT		led pu	irsuant	to Sectio	n 16(a	.) of the S	ecuri	NEFICI	ige Act of 1		SHIP	Estim	Number ated aver per res	erage burde	3235-02 n
1. Name and Address of Reporting Person* <u>HOLLERAN J W</u> (Last) (First) (Middle) BOISE CASCADE CORPORATION							Name an E CAS	CAI	DE CC	RP	(Ch	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) Sr. Vice Pres./General Counsel						
(Street) BOISE ID 83702							endment, I	Date o	f Original	Filed	Line	6. Individual or Joint/Group Filing (Check Applicab Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(5	State)	(Zip)							D .'		<u>(D.</u>		0				
1. Title of	Security (Ins		ible I - Nor	2. Tran Date (Month	sactio	on	2A. Deem Executior if any (Month/Da	ed 1 Date,	3. Trans Code 8)	actioı (Instr	4. Securi n Dispose 5)	ities Acquir d Of (D) (Ins	ed (A) or str. 3, 4 and	,4 and Securities Form: I Beneficially (D) or In Owned Following (I) (Inst Reported			Indirect	7. Natur Indirect Benefic Owners (Instr. 4
Common	Stock								Code	V	Amount	(D)	Price	(Instr. 3 a	nd 4) 		D	
Common									+	┢					424	1	D ⁽¹⁾	
Common Stock														5,50	7.738		Ι	By 401(k) Plan ⁽²⁾
Preferred											1,282	.8438		I	By ESOP Trust ⁽²			
			Table II -								osed of, converti			Owned				
1. Title of Derivative Security (Instr. 3)	4. ate, Transa Code (8)		ction	Derivative Ex		6. Date E Expiratio	6. Date Exercisable and Expiration Date Month/Day/Year)		7. Title and Amour of Securities Underlying Derivative Securit (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported		10. Ownershij Form: Direct (D) or Indirect (I) (Instr. 4	Bene Own (Inst			
				c	Code	v	(A)	(D)	Date Exercisal		Expiration Date	Title	Amount or Number of Shares		Transact (Instr. 4)			
Stock Option (Right to Buy)	\$24.875								07/29/19	95	07/29/2004	Common Stock	14,500		14,50	00	D	
Stock Option (Right to Buy)	\$43.875								07/28/19	96	07/28/2005	Common Stock	12,800		12,8	00	D	
Stock Option (Right to Buy)	\$31.375								07/26/19	97	07/26/2006	Common Stock	19,700		19,7	9,700 D		
Stock Option (Right to Buy)	\$36.875								07/25/19	98	07/25/2007	Common Stock	19,900		19,9	00	D	
	450.075				_										23,100			
Stock Option (Right to Buy)	\$28.875								07/31/19	99	07/31/2008	Common Stock	23,100		23,1	00	D	
Option (Right to									07/31/19	+	07/31/2008		23,100 7,600		23,10	_	D	
Option (Right to Buy) Stock Option (Right to	\$28.875									00		Stock Common				0		
Option (Right to Buy) Stock Option (Right to Buy) Stock Option (Right to	\$28.875 \$29.375								02/11/20	00	02/12/2009	Stock Common Stock Common	7,600		7,60	0	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)		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 Exerc Expiration Da (Month/Day/N	ate	7. Title an of Securit Underlyin Derivative (Instr. 3 ar	ies g Security	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	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		Transaction(s) (Instr. 4)		
Stock Option (Right to Buy)	\$24.75							09/27/2001	09/28/2010	Common Stock	7,000		7,000	D	
Stock Option (Right to Buy)	\$35.6							07/26/2002	07/27/2011	Common Stock	52,900		52,900	D	
Stock Option (Right to Buy)	\$27.76							07/24/2003	07/25/2012	Common Stock	60,300		60,300	D	
Phantom Stock Units	(3)	03/15/2004		A		41.9331		(4)	(5)	Common Stock	41.9331	\$30.96	12,817.465	D	

Explanation of Responses:

1. Shares held in the Boise Cascade Dividend Reinvestment Plan as of March 15, 2004, based on information from the plan administrator.

2. Represents number of shares beneficially owned as of March 15, 2004, based on information from plan administrator.

3. Each phantom stock unit is equal in value to one share of the company's common stock.

4. Vested in participant stock units (and related dividend equivalent stock units) at all times. Company matching stock units (and related dividend equivalent stock units) vest as follows: (a) 100% upon participant's death, disability, or early or normal retirement; (b) 100% upon a change in control of the company; (c) 100% upon involuntary termination for reasons other than disciplinary reasons or termination as a result of the sale or permanent closure of a company facility, operating unit, or division; and (d) 20% on each anniversary of the date account was first credited with stock units under the plan. 20% is cumulative -- after 5 years, participant is completely vested in all stock units in his or her account, including any stock units allocated to the account in the future.

5. Shares of phantom stock are payable in shares of common stock in accordance with the participant's Deferred Compensation Distribution Election Agreement, except in the case of a change in control, in which case payment may be made in either cash or stock.

Remarks:

<u>J. W. Holleran</u>

03/17/2004

** 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.