| SEC | Form | 4 |
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## FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

OMB APPROVAL

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| 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<sup>(2)</sup>

> 11. Nature of Indirect Beneficial Ownership (Instr. 4)

| U obligat  | n 16. Form 4 or<br>ions may contir<br>tion 1(b).  |  |  | Fil         |                 |  |  |   |                        |                  |                      |  | 1934   |   |  |   |   |                              |                                |  |
|--|---|--|--|-------------|-----------------|--|--|---|------------------------|------------------|----------------------|--|--|---|--|---|---|------------------------------|--------------------------------|--|
| 1. Name and Address of Reporting Person*<br>HOLLERAN J W |   |  |  |             |                 |  |  |   |                        |                  |                      | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director 10% Owner<br>Officer (give title Other (specify |  |   |  |   |   |                              |                                |  |
|  | SE CASCADE CORPORATION 03/31/2004   W. JEFFERSON ST. 4. If Amendment, Date of Original Filed (Month/Day/Year) |  |  |             |                 |  |  |   |                        |                  |                      |  | A below) below) Sr. Vice Pres./General Counsel |   |  |   |   |                              |                                |  |
| (Street)<br>BOISE  | II  | )  | 83702  |             | _ 4.            | 4. If Amendment, Date of Original Filed (Month/Day/Year) |  |   |                        |                  |                      |  |  | Line)<br>X Form filed by One Reporting Person |  |   |   |                              |                                |  |
| (City)   | (S  | itate)                                     | March BOISE CASCADE CORP [ BCC ] Check all applicable 10% Owner   (Middle)<br>ON 3. Date of Earliest Transaction (Month/Day/Year) Sr. Vice Pres./General Counsel 10% Owner   3. Date of Earliest Transaction (Month/Day/Year) Sr. Vice Pres./General Counsel Sr. Vice Pres./General Counsel   83702 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line)   83702 2. Transaction Date 3. Deemed Line) 3. Transaction Person   (Month/Day/Year) 2. Transaction Date 3. A Deemed Line) 3. Transaction Person   2. Transaction Date 2. A Deemed Line) 3. Transaction Person 5. Amount of Securities Person   Month/Day/Year) 3. Transaction Pote (Instr. 3, 4 and Person Person 5. Amount of Person 5. Amount of Person   Code V Amount (A) or Price 5. Amount of Person 5. Amount of Person   Table 1 - Non-Derivative Securities Acquired (Disposed of (D) iffer. 3, 4 and Person 5. S19.4626 I By 401(k Plan*)   0. Deemed S. Summer of Securities Acquired, Disposed of, or Beneficially Owned S. S19.4626 I By 401(k Plan*)   1. Derivative Securities Acquired, Disposed of, or Beneficially Owned I |             |                 |  |  |   |                        |                  |                      |  |  |   |  |   |   |                              |                                |  |
| 1. Title of Security (Instr. 3) 2. Trans<br>Date         |   |  |  |             |                 |  | 2A. Deem<br>Executior<br>if any                              | ed<br>1 Date,                             | 3.<br>Trans<br>Code    | actior           | 4. Securi<br>Dispose | ities Acquii   | ed (A) or                                      | nd i  | 5. Amoun<br>Securities<br>Beneficial<br>Owned Fo | s Forr<br>ally (D) (<br>ollowing (I) (I                                 |   | Direct<br>Indirect<br>tr. 4) | Indirect<br>Benefic<br>Owners  |  |
|  |   |  |  |             |                 |  |  | Code                                      | v                      | Amount           | (A) c<br>(D)         | Price  | •  | Transactio<br>(Instr. 3 ai                    | on(s)<br>nd 4)                                   | n(s)<br>d 4)  |   | -                            |                                |  |
| Common   |   |  |  | <u> </u>    |                 |  |  |   | _                      |                  |                      | _  | _  |   |  |   |   |                              |                                |  |
| Common   | Stock   |  |  |             |                 |  |  |   |                        | _                |                      |  | _  | $\rightarrow$                                 | 79.4   | 124   | 1   |                              |                                |  |
| Common   | Stock   |  |  |             |                 |  |  |   |                        |                  |                      |  |  |   | 5,519.4626                                       |   | 4626  |                              | 401(k)                         |  |
| Preferred Stock  |   |  |  |             |                 |  |  |   |                        |                  |                      | 1,28   |  | 82.8438                                       |  | I E   |   |                              |                                |  |
|  |   |  |  |             |                 |  |  |   |                        |                  |                      |  |  |   | ned  |   |   |                              |                                |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)      | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security   | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Da<br>if any   | ate, 4<br>C | ransa<br>Code ( | action   | 5. Number<br>Derivativ<br>Securitie<br>Acquired<br>or Dispos | er of<br>re<br>ss<br>I (A)<br>sed<br>str. | 6. Date E<br>Expiratio | kercis<br>n Date | able and             | 7. Title an<br>of Securit<br>Underlyin<br>Derivative   | d Amount<br>ies<br>g<br>Security               | t 8.<br>De<br>Se                              | erivative<br>ecurity                             | derivative<br>Securities<br>Beneficia<br>Owned<br>Following<br>Reported | e Ownershi<br>s Form:<br>ally Direct (D)<br>or Indirec<br>g (I) (Instr. 4 |                              | of Ind<br>Bene<br>Own<br>(Inst |  |
|  |   |  |  | Γ           |                 |  |  |   | Date                   |                  | Expiration           |  | or   |   |  |   | on(s)   |                              |                                |  |
| Stock<br>Option<br>(Right to<br>Buy)                     | \$24.875  |  |  | c           | ode             | v  | (A)  |   | Exercisa               | ole I            | Date                 | Common   | of Share                                       | es  |  | 14,500  |   | D                            |                                |  |
| Stock<br>Option<br>(Right to<br>Buy)                     | \$43.875  |  |  |             |                 |  |  |   | 07/28/19               | 96 (             | 07/28/2005           |  | 12,80  | 0   |  | 12,80   | 0   | D                            |                                |  |
| Stock<br>Option<br>(Right to<br>Buy)                     | \$31.375  |  |  |             |                 | 07/26/19   |  |   |                        | 19,70            | 0                    | 0 1  |  | 19,700 D                                      |  |   |   |                              |                                |  |
| Stock<br>Option<br>(Right to<br>Buy)                     | \$36.875  |  |  |             |                 |  |  |   | 07/25/19               | 98 (             | 07/25/2007           |  | 19,90  | 0   |  | 19,90   | 0   | D                            |                                |  |
| Stock<br>Option<br>(Right to<br>Buy)                     | \$28.875  |  |  |             |                 |  |  |   | 07/31/19               | 99 (             | 07/31/2008           |  | 23,10  | 0   |  | 23,10   | 0   | D                            |                                |  |
| Stock<br>Option<br>(Right to<br>Buy)                     | \$29.375  |  |  |             |                 |  |  |   | 02/11/20               | 00               | 02/12/2009           |  | 7,600  | D   |  | 7,600   | )   | D                            |                                |  |
| Stock<br>Option<br>(Right to<br>Buy)                     | \$38.0625   |  |  |             |                 |  |  |   | 07/29/20               | 00               | 07/30/2009           |  | 37,50  | 0   |  | 37,50   | 0   | D                            |                                |  |
|  |   | 1  | 1  |             |                 |  |  | 1   |                        |                  |                      |  |  |   |  | 37,500  |   | D                            |                                |  |
| Stock<br>Option<br>(Right to<br>Buy)                     | \$27.5  |  |  |             |                 |  |  |   | 07/27/20               | 01               | 07/28/2010           |  | 37,50  | 0   |  | 37,50   | 0   | D                            |                                |  |

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned   (e.g., puts, calls, warrants, options, convertible securities) |         |  |   |   |   |  |     |  |                    |  |                                     |   |  |  |  |
|--|---------|--|---|---|---|--|-----|--|--------------------|--|-------------------------------------|---|--|--|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)  |         | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code (Instr.<br>8) |   | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed<br>of (D) (Instr.<br>3, 4 and 5) |     | 6. Date Exerc<br>Expiration Da<br>(Month/Day/N | ate                | 7. Title an<br>of Securit<br>Underlyin<br>Derivative<br>(Instr. 3 ar | ies<br>g<br>Security                | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|  |         |  |   | Code                                    | v | (A)  | (D) | Date<br>Exercisable                            | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of Shares |   | Transaction(s)<br>(Instr. 4)   |  |  |
| Stock<br>Option<br>(Right to<br>Buy)   | \$24.75 |  |   |   |   |  |     | 09/27/2001                                     | 09/28/2010         | Common<br>Stock  | 7,000                               |   | 7,000  | D  |  |
| Stock<br>Option<br>(Right to<br>Buy)   | \$35.6  |  |   |   |   |  |     | 07/26/2002                                     | 07/27/2011         | Common<br>Stock  | 52,900                              |   | 52,900   | D  |  |
| Stock<br>Option<br>(Right to<br>Buy)   | \$27.76 |  |   |   |   |  |     | 07/24/2003                                     | 07/25/2012         | Common<br>Stock  | 60,300                              |   | 60,300   | D  |  |
| Phantom<br>Stock<br>Units  | (3)     | 03/31/2004                                 |   | A                                       |   | 37.4675  |     | (4)  | (5)                | Common<br>Stock  | 37.4675                             | \$34.65   | 12,854.9325  | D  |  |

## Explanation of Responses:

1. Shares held in the Boise Cascade Dividend Reinvestment Plan as of March 31, 2004, based on information from the plan administrator.

2. Represents number of shares beneficially owned as of March 31, 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>

04/02/2004

\*\* Signature of Reporting Person

Date

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

 $^{\ast}$  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.