FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

	OMB APPROVAL
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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1. Name and Address of Reporting Person*  BENDER JOHN C  (Last) (First) (Middle)						Issuer Name and Ticker or Trading Symbol     BOISE CASCADE CORP [ BCC ]      Jacob of Earliest Transaction (Month/Day/Year)								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  X Officer (give title Other (specify below)  Sr. Vice President						
BOISE CASCADE CORPORATION							12/15/2003									Sr. Vice	Presi	dent		
1111 W. JEFFERSON ST.							endment, I	Date	of Original I	-iled	(Month/Da	+	6. Indi	vidual or Jo	oint/Group	Filing	(Check App	licable		
(Street) BOISE ID 83702						4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person Form filed by More than One Reporting					
(City)	(S	state)	(Zip)												Person					
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																				
1. Title of Security (Instr. 3)  2. Transa Date (Month/D						2A. Deemed Execution Date, if any (Month/Day/Year		Code (Instr.		5)			4 and Securitie Beneficia Owned F Reported		s lly ollowing	Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
									Code	v	Amount	(A) (D)	(A) or (D) Price		Transaction(s) (Instr. 3 and 4)				, ,	
Common	Stock											-			40,232		2 D			
Preferred Stock															831.7984			I	By ESOP Trust <sup>(1)</sup>	
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 Da if any (Month/Day/)	ate, T	4. Transa Code ( B)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Ex Expiration (Month/Da	Date		7. Title and Amo of Securities Underlying Derivative Secu (Instr. 3 and 4)			8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				C	Code	v	(A)	(D)	Date Exercisab		xpiration ate	Title	Amou or Numb of Sha	er	(Instr. 4)		011(3)			
Stock Option (Right to Buy)	\$43.875								07/28/199	6 0	7/28/2005	Common Stock	9,30	00		9,300	)	D		
Stock Option (Right to Buy)	\$31.375								07/26/199	7 0	7/26/2006	Common Stock	9,30	00		9,300	)	D		
Stock Option (Right to Buy)	\$36.875								07/25/199	8 0	7/25/2007	Common Stock	8,80	00		8,800		D		
Stock Option (Right to Buy)	\$29.375								02/11/200	0 0	2/12/2009	Common Stock	2,60	00		2,600		D		
Stock Option (Right to Buy)	\$38.0625								07/29/200	0 0	7/30/2009	Common Stock	29,0	00		29,000		D		
Stock Option (Right to Buy)	\$27.5								07/27/200	1 0	7/28/2010	Common Stock	29,0	00		29,00	0	D		
Stock Option (Right to Buy)	\$24.75								09/27/200	1 0	9/28/2010	Common Stock	15,5	00		15,50	0	D		
Stock Option (Right to Buy)	\$35.6								07/26/200	2 0	7/27/2011	Common Stock	52,9	00		52,90	0	D		
Stock Option (Right to Buy)	\$27.76								07/24/200	3 0	7/25/2012	Common Stock	44,0	00		44,00	0	D		
Phantom Stock Units	(2)	12/15/2003		T	A		132.197		(3)		(4)	Common Stock	132.1	197	\$29.85	17,715.0	098	D		

## **Explanation of Responses:**

- 1. Represents number of shares beneficially owned as of December 15, 2003, based on information from plan administrator.
- 2. Each phantom stock unit is equal in value to one share of the company's common stock.
- 3. 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.
- 4. 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>John C. Bender</u> <u>12/16/2003</u>

\*\* 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.