FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

<b>STATEMENT</b>	<b>OF CHANGES</b>	S IN BENEFICIAL	. OWNERSHIP

OMB APP	PROVAL				
OMB Number:	3235-028				

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

OMB APPROVAL										
OMB Number: 3235-0287										
Estimated average burden										
hours per response:	0.5									

		Reporting Person*			2. Issue	er Name <b>an</b>	d Tic	ker or Tradin	g Sy	mbol	01 1940			ationship of k all applica		g Perso	n(s) to Issu	er
CLAST) (First) (Middle) BOISE CASCADE CORPORATION						BOISE CASCADE CORP [ BCC ]  3. Date of Earliest Transaction (Month/Day/Year) 01/15/2004  (Check all applicable) Director 10% Owner X Officer (give title below) Sr. Vice President												
1111 W. JEFFERSON ST.					4. If An	nendment, I	Date o	of Original Fi	led (	Month/Da		vidual or Jo	int/Group	Filing (	Check Appl	icable		
(Street) BOISE ID 83702											Line)  X Form filed by One Reporting Person  Form filed by More than One Reporting  Person							
(City)	(5	State)	(Zip)											1 013011				
			able I - Non			1		_	Disp					1				
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Yea		2A. Deemed Execution Date, if any (Month/Day/Year)		Code (Ir	Transaction Code (Instr.		4. Securities Acquired (A) of Disposed Of (D) (Instr. 3, 4		and 5) Securities Beneficially Owned Foll Reported		ly (D) or (I) (Ins		Direct Indirect It. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Code	v	Amount (A)		or P	rice	Transactio (Instr. 3 an	on(s) nd 4)			
Common	Stock										_	$\dashv$		40,664		_	D	
Common	Stock													50.7184		I 4		By 401(k) Plan <sup>(1)</sup>
Preferred	Stock													351.3	3956			By ESOP Trust <sup>(1)</sup>
			Table II - I					uired, Di						wned				
1. Title of Derivative Security (Instr. 3)	perivative Conversion Date Execution Date courity or Exercise (Month/Day/Year) if any		Execution Date	Cod	nsaction le (Instr.	5. Number of 6. Derivative E		6. Date Exercisable an Expiration Date (Month/Day/Year)					lying	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Cod	le V	(A)	(D)	Date Exercisable		xpiration ate	Title		unt or per of es		Transact (Instr. 4)			
Stock Option (Right to Buy)	\$24.875							07/29/1995	0	7/29/2004	Common Stock	12,	100	12,10		12,100		
Stock Option (Right to Buy)	\$43.875							07/28/1996	01	7/28/2005	Common Stock	12,	100	12,10		00	D	
Stock Option (Right to Buy)	\$31.375							07/26/1997	01	7/26/2006	Common Stock	12,	100		12,100		D	
Stock Option (Right to Buy)	\$36.875							07/25/1998	01	7/25/2007	Common Stock	15,	700	15,70		15,700		
Stock Option (Right to Buy)	\$28.875							07/31/1999	01	7/31/2008	Common Stock	16,	300	16,300		16,300 D		
Stock Option (Right to Buy)	\$29.375							02/11/2000	02	2/12/2009	Common Stock	3,0	500		3,600		D	
Stock Option (Right to Buy)	\$38.0625					07/29/2000 07/30/2009 Common Stock 2		20,	100	20,100		00	D					
Stock Option (Right to Buy)	\$27.5							07/27/2001	01	7/28/2010	Common Stock	24,	100	24,100		00	D	
Stock Option (Right to Buy)	\$24.75							09/27/2001	09	9/28/2010	Common Stock	15,	000		15,000		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)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)		Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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	Amount or Number of Shares			Transaction(s) (Instr. 4)		
Stock Option (Right to Buy)	\$35.6							07/26/2002	07/27/2011	Common Stock	47,600		47,600	D	
Stock Option (Right to Buy)	\$27.76							07/24/2003	07/25/2012	Common Stock	45,400		45,400	D	
Phantom Stock Units	(2)	01/15/2004		A		155.2986		(3)	(4)	Common Stock	155.2986	\$33.88	11,729.4679	D	

## **Explanation of Responses:**

- 1. Represents number of shares beneficially owned as of January 15, 2004, 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:

A. Ben Groce 01/16/2004

\*\* 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.