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Form 3

January 09, 2009

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, response... 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 *

NORTON MATTHEW W

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

01/01/2009

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

BOISE INC. [BZ]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

MADISON DEARBORN PARTNERS, LLC, THREE FIRST NATIONAL PLAZA.

SUITE 4600

(Street)

10% Owner _X_ Director Officer Other

(give title below) (specify below)

(Check all applicable)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One

Reporting Person

CHICAGO. ILÂ 60602

(City) (State) (Zip)

1. Title of Security

(Instr. 4)

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Direct (D) or Indirect

(Instr. 5)

Common Stock Ι 37,857,374 See footnote (1)

Reminder: Report on a separate line for each class of securities beneficially

SEC 1473 (7-02)

owned directly or indirectly.

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security**

Conversion or Exercise

6. Nature of Indirect Ownership Beneficial Ownership Form of (Instr. 5)

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(Instr. 4) Price of Derivative Derivative Security: Date **Expiration Title** Amount or Security Direct (D) Exercisable Number of or Indirect Shares (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Director

Director

Director

Director

NORTON MATTHEW W

MADISON DEARBORN PARTNERS, LLC

THREE FIRST NATIONAL PLAZA, SUITE 4600

CHICAGO, ILÂ 60602

Signatures

/s/ Karen Gowland, Attorney-in-Fact for Matthew W.
Norton 01/09/2009

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
 - Boise Cascade Holdings, L.L.C. ("BCH") is the record owner of the 37,857,374 shares set forth herein. The shares held by BCH may be deemed to be beneficially owned by: (1) Forest Products Holdings, L.L.C. ("FPH") as the controlling equityholder of BCH; (2) Madison
- (1) Dearborn Capital Partners IV, L.P. ("MDCP IV") as the controlling equityholder of FPH; and (3) Madison Dearborn Partners IV, L.P. ("MDP IV") as the general partner of MDCP IV. Mr. Norton is a vice president of MDP IV's general partner. Mr. Norton expressly disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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