

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>GROCE A BEN</u>  (Last) (First) (Middle) <u>BOISE CASCADE CORPORATION</u> <u>1111 W. JEFFERSON ST.</u>  (Street) <u>BOISE ID 83702</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BOISE CASCADE CORP [ BCC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: right;"><b>Sr. Vice President</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/13/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								40,664	D	
Common Stock								51.153	I	By 401(k) Plan <sup>(1)</sup>
Preferred Stock								545.5064	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 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 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 Transaction(s) (Instr. 4)	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				
Stock Option (Right to Buy)	\$43.875							07/28/1996	07/28/2005	Common Stock	12,100		12,100	D	
Stock Option (Right to Buy)	\$31.375							07/26/1997	07/26/2006	Common Stock	12,100		12,100	D	
Stock Option (Right to Buy)	\$36.875							07/25/1998	07/25/2007	Common Stock	15,700		15,700	D	
Stock Option (Right to Buy)	\$28.875							07/31/1999	07/31/2008	Common Stock	16,300		16,300	D	
Stock Option (Right to Buy)	\$29.375							02/11/2000	02/12/2009	Common Stock	3,600		3,600	D	
Stock Option (Right to Buy)	\$38.0625							07/29/2000	07/30/2009	Common Stock	20,100		20,100	D	
Stock Option (Right to Buy)	\$27.5							07/27/2001	07/28/2010	Common Stock	24,100		24,100	D	
Stock Option (Right to Buy)	\$24.75							09/27/2001	09/28/2010	Common Stock	15,000		15,000	D	
Stock Option (Right to Buy)	\$35.6							07/26/2002	07/27/2011	Common Stock	47,600		47,600	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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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 Transaction(s) (Instr. 4)	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				
Stock Option (Right to Buy)	\$27.76							07/24/2003	07/25/2012	Common Stock	45,400		45,400	D	
Phantom Stock Units	(2)	08/13/2004		A		531.0686		(3)	(4)	Common Stock	531.0686	\$30.19	13,253.292	D	

**Explanation of Responses:**

- Represents number of shares beneficially owned as of August 13, 2004, based on information from plan administrator.
- Each phantom stock unit is equal in value to one share of the company's common stock.
- 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.
- 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

08/16/2004

\*\* 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.

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