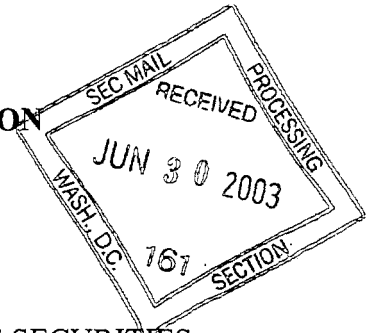


SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549



03026072

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the fiscal year ended December 31, 2002

or

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the transition period from \_\_\_\_\_ to \_\_\_\_\_.

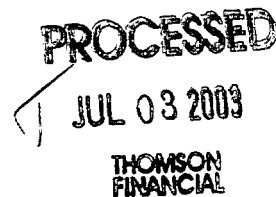
Commission File Number 1-14637

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

**BANTA HOURLY 401(k) PLAN**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

Banta Corporation  
River Place  
225 Main Street  
P.O. Box 8003  
Menasha, Wisconsin 54952



Page number of Exhibit Index [ 18 ]

CK

## **REQUIRED INFORMATION**

The following financial statements and schedules of the Banta Corporation 401(k) Plan, prepared in accordance with the financial reporting requirements of the Employee Retirement Income Security Act of 1974, as amended, are filed herewith.

Note: These are copies of the audit reports previously incorporated by reference or issued by Arthur Andersen LLP ("Andersen") in connection with the Banta Hourly 401(k) Plan Form 11-K filing for the year ended December 31, 2001. The inclusion of these previously issued Andersen reports is pursuant to the "Temporary Final Rule and Final Rule Requirements for Arthur Andersen LLP Auditing Clients," issued by the U.S. Securities and Exchange Commission in March 2002. Note that these previously issued Andersen reports include references to certain years, which are not required to be presented in the accompanying consolidated financial statements as of and for the years ended December 31, 2002 and 2001. These audit reports have not been reissued by Arthur Andersen LLP in connection with this filing on Form 11-K.

## REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To the Plan Administrator of the  
Banta Hourly 401(k) Plan:

We have audited the accompanying statements of net assets available for plan benefits of the Banta Hourly 401(k) Plan (the "Plan") as of December 31, 2001 and 2000, and the related statements of changes in net assets available for plan benefits for the years then ended. These financial statements and the supplemental schedule referred to below are the responsibility of the Plan's administrative committee. Our responsibility is to express an opinion on these financial statements and supplemental schedule based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of the Plan as of December 31, 2001 and 2000, and the changes in its net assets available for plan benefits for the years then ended in conformity with accounting principles generally accepted in the United States.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule, as listed in the accompanying table of contents, is presented for purposes of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the

Employee Retirement Income Security Act of 1974. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements, and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Arthur Andersen LLP

Milwaukee, Wisconsin  
April 26, 2002

Financial Statements and Supplemental Schedule

Banta Hourly 401(k) Plan

*December 31, 2002 and 2001 and year ended December 31, 2002  
with Report of Independent Auditors*

**Banta Hourly 401(k) Plan**

**Financial Statements and Supplemental Schedule**

December 31, 2002 and 2001 and year ended December 31, 2002

**Contents**

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Financial Statements

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Supplemental Schedule

Schedule H, Line 4i – Schedule of Assets (Held at End of Year) .....9

## Report of Independent Auditors

Plan Administrator  
Banta Hourly 401(k) Plan

We have audited the accompanying statement of assets available for benefits of the Banta Hourly 401(k) Plan as of December 31, 2002, and the related statement of changes in assets available for benefits for the year then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit. The financial statements of Banta Hourly 401(k) Plan as of December 31, 2001, were audited by other auditors who have ceased operations and whose report dated April 26, 2002, expressed an unqualified opinion on those statements.

We conducted our audit in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the assets available for benefits of the Plan at December 31, 2002, and the changes in assets available for benefits for the year then ended, in conformity with accounting principles generally accepted in the United States.

Our audit was performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of assets (held at end of year) as of December 31, 2002, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosures under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audit of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.



June 13, 2003

## Banta Hourly 401(k) Plan

### Statements of Assets Available for Benefits

	<b>December 31</b>	
	<b>2002</b>	<b>2001</b>
<b>Assets</b>		
Investments:		
Mutual funds	\$ 7,345,460	\$ 8,470,578
Common collective trust funds	6,281,534	6,992,138
Common stock	374,670	335,553
Loans to participants	533,703	468,612
Total investments	<u>14,535,367</u>	<u>16,266,881</u>
Receivables:		
Participant contributions	29,594	35,512
Employer contributions	2,862	1,640
Total receivables	<u>32,456</u>	<u>37,152</u>
Assets available for benefits	<u><u>\$14,567,823</u></u>	<u><u>\$16,304,033</u></u>

*See notes to financial statements.*



## Banta Hourly 401(k) Plan

### Statement of Changes in Assets Available for Benefits

Year ended December 31, 2002

#### **Additions**

##### Investment income (loss):

Net realized and unrealized depreciation in fair value of investments	\$(2,430,864)
Interest and dividends	304,849
Total investment loss	<u>(2,126,015)</u>

##### Contributions:

Participants	1,683,250
Employer	144,209
Total contributions	<u>1,827,459</u>
Rollover from other qualified plans	36,476
Total additions	<u>(262,080)</u>

#### **Deductions**

Benefit and withdrawal payments	(1,473,041)
Administrative fees	(1,089)
Total deductions	<u>(1,474,130)</u>
Net decrease	(1,736,210)
Assets available for benefits at beginning of year	<u>16,304,033</u>
Assets available for benefits at end of year	<u><u>\$14,567,823</u></u>

*See notes to financial statements.*

# Banta Hourly 401(k) Plan

## Notes to Financial Statements

Year ended December 31, 2002

### **1. Description of Plan**

The following description of the Banta Hourly 401(k) Plan (Plan) provides only general information. Participants should refer to the Summary Plan Description for a more complete description of the Plan's provisions.

#### **General**

On April 1, 1996, Banta Corporation established the Plan as a defined-contribution plan covering certain union employees of Banta Corporation and subsidiaries (the Company). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The purpose of the Plan is to give eligible employees an opportunity to accumulate savings on a tax-advantaged basis pursuant to Section 401(k) of the Internal Revenue Code (Code). Employees are eligible to participate in the Plan after completion of one month of service.

#### **Participant Accounts**

Separate accounts are maintained for each participant in the Plan. These accounts reflect the contributions made by each participant, contributions made by the Company, and earnings accumulated on the participant's account balance. Benefits are paid out of amounts accumulated in each participant's account.

#### **Investments**

All participant and Company contributions are invested in funds selected by each participant. A participant may allocate his or her fund balance and contributions in increments of 1% among the various investment funds offered by the Plan, except that no more than 50% of a participant's balance may be allocated to the Banta Corporation Stock Fund.

#### **Vesting**

All participant and Company contributions to the Plan, including the earnings attributable to them, are fully vested at the time they are made to the Plan.

## Banta Hourly 401(k) Plan

### Notes to Financial Statements (continued)

#### 1. Description of Plan (continued)

##### Benefits

Distribution of a participant's account will be made in a lump sum as soon as practicable upon termination. If a participant's balance is greater than \$5,000 at the termination date, the participant may defer distribution.

##### Withdrawals

Participants may withdraw a portion of their account balance if they can prove financial hardship pursuant to the Code. Withdrawals are limited to one per year.

##### Loans

Participants may obtain a loan using their balance in the Plan as collateral. The maximum loan is 50% of the participant's account balance valued as of the last valuation date. The loans cannot be less than \$1,000 or more than \$50,000. Participants repay the loans through payroll deductions and all interest paid is credited to their participant account. All loans shall bear interest at a rate of prime plus 2%. The term of the loan may not exceed five years, unless the funds are to be used to purchase a primary residence, in which case the term may not exceed ten years. The interest rates on participant loans at December 31, 2002, ranged from 7% to 12%.

##### Rollovers

Participants may rollover, into the Plan, benefits arising out of participation in a tax-qualified employee pension benefit plan of a former employer, which qualifies under Code Section 401 or 403, if such benefits are eligible for rollover treatment under Code Section 402 or 408.

##### Termination of the Plan

Although it has not expressed any intent to do so, the Company may amend or terminate the Plan upon written notice. Upon termination, the trust funds shall be valued and distributed. Each participant shall receive a pro rata distribution based on the participant's account balance to the total of all participant account balances.

## Banta Hourly 401(k) Plan

### Notes to Financial Statements (continued)

#### **2. Summary of Significant Accounting Policies**

##### **Basis of Accounting**

The financial statements have been prepared on the accrual basis of accounting.

##### **Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

##### **Income Recognition**

Interest and dividend income is recorded as earned on the accrual basis.

##### **Investment Valuation**

The trustee of the Plan holds the Plan's investments and executes transactions therein. The Plan changed trustees from the U.S. Bank National Association to Fidelity Management Trust Company on July 1, 2001.

The Plan's investments are stated at fair value. Securities traded on a national securities exchange are valued at the last reported sales price on the last business day of the Plan year. The shares of mutual funds are valued at quoted market prices, which represent the net asset values of shares held by the Plan at year-end. The fair value of the participation units in the common trust funds are based on quoted redemption values. The participant loans are valued at their outstanding balances, which approximate fair value.

The Plan provides for investments in mutual funds, common stock, and common collective trust funds. Investment securities are exposed to various risks, including, but not limited to, interest rate, market, and credit risks. Due to the level of risk associated with certain investments securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term.

## Banta Hourly 401(k) Plan

### Notes to Financial Statements (continued)

#### 3. Investments

The following presents investments that represent 5% or more of the Plan's assets available for benefits at December 31.

	<u>2002</u>	<u>2001</u>
Fidelity Equity Income Fund	\$4,331,439	\$5,402,448
MAS Midcap Growth Portfolio-Advisor Class	*	897,444
Fidelity US Equity Index Commingled Pool	3,012,824	3,931,290
Fidelity Managed Income Portfolio II	3,268,710	3,060,848
Fidelity Contra Fund	1,391,607	1,443,552

\*Below 5% threshold.

During the year ended December 31, 2002, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value as follows:

Mutual funds	\$(1,755,103)
Common collective trust funds	(703,205)
Common stock	27,444
	<u><u>\$(2,430,864)</u></u>

#### 4. Funding Policy

Eligible employees are able to make pretax contributions to the Plan between 1% and 20% (15% prior to July 1, 2001) of the participant's compensation, as defined in the Plan document. Employee contributions (as defined by the Tax Reform Act of 1986) allocated to a participant's account are limited to \$11,000 in 2002 and \$10,500 in 2001. The Company provides a matching contribution equal to 0% to 25% of each participant's contribution up to a maximum of 6% of the participant's compensation.

Allocations of earnings are made daily to the participant's account on a pro rata basis.

Cash amounts from other qualified plans may be transferred to this Plan if certain conditions are met as set forth in the Plan document.

## Banta Hourly 401(k) Plan

### Notes to Financial Statements (continued)

#### **5. Income Tax Status**

The Plan has obtained a favorable determination letter from the Internal Revenue Service dated May 15, 2002, approving the Plan as qualified for tax-exempt status. Plan amendments adopted since the last tax determination letter will be included in the Company's next filing. In the opinion of the Company's management, the Plan, as currently amended, remains tax-exempt.

#### **6. Related Party Transactions**

Expenses of the Plan are paid by the Company with the exception of investment fees, which are netted against investment (loss) income.

At December 31, 2002 and 2001, there were 11,633 and 11,060 shares, respectively, of the Company's common stock held for investment in the Banta Corporation Stock Fund.

The above transactions are not considered prohibited transactions by statutory exemptions under the ERISA regulations.

#### **7. Subsequent Events**

Effective January 1, 2003, the Plan was amended to increase the maximum rate of employee pretax contributions from 20% to 50% of the participant's compensation, as defined in the Plan agreement.

# Supplemental Schedule

## Banta Hourly 401(k) Plan

## Schedule H, Line 4i – Schedule of Assets (Held at End of Year)

December 31, 2002

	<u>Current Value</u>
Fidelity Management Trust Company:	
Fidelity Equity Income Fund*	\$ 4,331,439
Fidelity US Equity Index Commingled Pool*	3,268,710
Fidelity Managed Income Portfolio II*	3,012,824
Fidelity Contra Fund*	1,391,607
MAS Midcap Growth Portfolio-Advisor Class	621,868
Banta Corporation Stock Fund*	374,670
Fidelity Low Priced Stock Fund*	374,018
Fidelity Diversified International Fund*	252,370
Strong Opportunity Fund	71,117
Fidelity Freedom 2030 Fund*	58,203
Fidelity Freedom 2040 Fund*	44,170
AIM Small Cap Growth Fund-Class A	61,206
Janus Worldwide Fund	36,545
Fidelity Freedom 2010 Fund*	21,401
Fidelity Freedom Income Fund*	48,830
Fidelity Freedom 2000 Fund*	3,180
Fidelity Freedom 2020 Fund*	29,506
Participant loans (interest rates ranging from 7% to 12%)*	533,703
	<u>\$14,535,367</u>

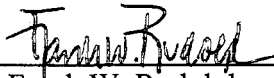
\*Represents a party in interest.



## SIGNATURES

**The Plan.** Pursuant to the requirements of the Securities Exchange Act of 1934, the Banta Hourly 401(K) Plan Administrative Committee, which administers the Plan, has duly caused this Annual Report to be signed on behalf by the undersigned, thereunto duly authorized, in the City of Menasha, and State of Wisconsin, on this 27th day of June 2003.

### BANTA HOURLY 401(K) PLAN



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Frank W. Rudolph

Chairman, Banta Corporation Hourly 401(K) Plan  
Administrative Committee

EXHIBIT INDEX  
BANTA HOURLY 401(k) PLAN  
FORM 11-K

Exhibit No.	Exhibit	Page Number In Sequentially Numbered Form 11-K
23	Consent of Ernst and Young LLP	19
99.1	Written Statement of the Chairman of the Banta Hourly 401(k) Plan Pursuant to U.S.C. Section 1350	20

**Consent of Independent Auditor**

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-01289) pertaining to the Banta Hourly 401(k) Plan, of our report dated June 13, 2003, with respect to the financial statements and schedule of Banta Hourly 401(k) Plan included in this Annual Report (Form 11-K) for the year ended December 31, 2002.

*Ernst & Young LLP*

Milwaukee, Wisconsin  
June 24, 2003

Written Statement of the Chairman of the Banta Hourly  
401(k) Plan Administrative Committee  
Pursuant to 18 U.S.C. s.1350

Solely for the purposes of complying with 18 U.S.C. s.1350, I, the undersigned Chairman of the Banta Hourly 401(k) Plan Administrative Committee, hereby certify, based on my knowledge, that the Annual Report on Form 11-K of the Banta Hourly 401(k) Plan (the "Plan") for the year ended December 31, 2002 (the "Report") fully complies with the requirements of Section 15(d) of the Securities Exchange Act of 1934 and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Plan.



Frank W. Rudolph  
Chairman, Banta Hourly 401(k) Plan  
Administrative Committee

June 27, 2003  
Date