

Rule 14a-8(h)

December 1, 2015

VIA EMAIL (shareholderproposals@sec.gov)
Office of Chief Counsel
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: Sonoco Products Company – Notice of Intention to Omit from 2016 Proxy Materials
Shareholder Proposal Submitted by William Steiner

Ladies and Gentlemen:

We are submitting this letter on behalf of our client, Sonoco Products Company, a South Carolina corporation (the “Company”), pursuant to Rule 14a-8(j), with respect to a proposal submitted by William Steiner (the “Proponent”) for inclusion in the Company’s 2016 Proxy Materials (the “2016 Proxy Materials”) for its 2016 Annual Meeting of Shareholders (the “2016 Annual Meeting”). A copy of the proposal (the “2016 Proposal”) and the email and letter from Proponent that accompanied the 2016 Proposal are attached to this letter as Exhibit A.

We respectfully request that the staff of the Division of Corporation Finance (the “Staff”) confirm that it will not recommend any enforcement action to the Securities and Exchange Commission (the “SEC”) if, in reliance on Rule 14a-8(h), the Company excludes the 2016 Proposal from its 2016 Proxy Materials and excludes any other proposals submitted by Proponent from proxy materials for meetings of shareholders in 2016 and 2017.

The Company’s 2016 Annual Meeting is scheduled for April 20, 2016. The Company currently intends to file its definitive 2016 Proxy Materials with the SEC on or about March 21, 2016. Accordingly, this filing is timely made in accordance with the requirements of Rule 14a-8(j). In accordance with the requirements of Rule 14a-8(j), a copy of this letter with attachments is being sent to the Proponent informing him of the Company’s intention to omit the 2016 Proposal from its 2016 Proxy Materials.

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Rule 14a-8(k) and Staff Legal Bulletin No. 14D (November 7, 2008) (“SLB 14D”) provide that a shareholder proponent is required to send the company a copy of any correspondence that the proponent elects to submit to the SEC or the Staff. Accordingly, we are taking this opportunity to inform the Proponent that if he elects to submit additional correspondence to the SEC or the Staff with respect to the 2016 Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

Basis for Excluding Shareholder Proposal

We hereby respectfully request that the Staff confirm that it will not recommend any enforcement action to the SEC if, pursuant to Rule 14a-8(h)(3), the Company excludes the 2016 Proposal from the 2016 Proxy Materials because the Proponent submitted a proposal for the 2015 Annual Meeting of Shareholders and neither the Proponent nor his qualified representative appeared at the meeting to present the proposal and Proponent did not show good cause for failure to do so. Although a person who purported to be a representative of Proponent, albeit indirectly as discussed below, appeared at the 2015 Annual Meeting to present the 2015 Proposal, she was not qualified under state law and the Company’s Bylaws to present the proposal.

Furthermore, consistent with Rule 14a-8(h)(3), we respectfully request that the Staff confirm that it will not recommend any enforcement action to the SEC if the Company omits from proxy materials any other proposals submitted by Proponent for meetings of shareholders in 2016 and 2017.

Factual Background

2016 Proposal

On October 19, 2015, via email from John Chevedden, Proponent submitted to the Company a proposal relating to majority voting for directors, accompanied by a letter dated October 11, 2015. In the letter accompanying the 2016 Proposal, Proponent purported to appoint Mr. Chevedden and/or his designee as Proponent’s proxy and to authorize him to act on Proponent’s behalf regarding the 2016 Proposal, and directed the Company to address future communications regarding the 2016 Proposal to Mr. Chevedden.

Counsel to the Company subsequently called Mr. Chevedden, and asked whether he was aware that, as disclosed in the Company’s Proxy Statement for its 2015 Annual Meeting of Shareholders, the Company had already adopted a “Majority Withheld Vote” policy that is detailed in the Company’s Corporate Governance Guidelines available on the Company’s website. Mr. Chevedden stated that he was not aware of the policy and would look into it. On November 2, 2015, via email from Mr. Chevedden, Proponent submitted a proposal relating to proxy access, also accompanied by a letter dated October 11, 2015. The email transmitting this second proposal characterized the proposal as a

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“proposal revision,” and handwritten at the top of the letter was “Revised Nov. 2, 2015.” Pursuant to Staff Legal Bulletin No. 14F (October 18, 2011) D.1, the Company has treated the initial proposal as withdrawn by the Proponent and the “proposal revision” as a replacement of the initial proposal.

2015 Proposal

In the fall of 2014, Proponent had submitted to the Company an advisory (non-binding) shareholder proposal regarding declassification of the Board of Directors for consideration at the 2015 Annual Meeting of Shareholders (the “2015 Proposal”). A copy of the 2015 Proposal and the letter from Proponent that accompanied the 2015 Proposal are attached to this letter as Exhibit B. As discussed below, neither Proponent nor any representative or proxy holder qualified under South Carolina law or the Company’s Bylaws to present the 2015 Proposal on his behalf attended the 2015 Annual Meeting to present the 2015 Proposal and move its adoption.

As confirmed by his broker subsequent to submission of the 2015 Proposal, Proponent was a beneficial holder of the Company’s shares at the date of submission of the 2015 Proposal to the Company. However, Proponent was not a record holder of the Company’s shares at the date of submission of the 2015 Proposal to the Company or on the record date for the meeting. Further, Proponent did not represent, and his broker did not assert, that Proponent held a proxy from any such record holder. The Company’s Bylaws only permit a resolution to be considered at a meeting of shareholders if it is proposed by the Board of Directors or by a shareholder of record at the date of submission to the Secretary and on the record date for the meeting.

Because Proponent met the eligibility and procedural requirements of Rule 14a-8(a) – (e), the 2015 Proposal was included in the Company’s 2015 proxy statement and on its 2015 proxy card for voting. As permitted by the SEC’s rules, the Board of Directors also included in the 2015 proxy statement a “Statement in Opposition to Shareholder Proposal” and its recommendation that shareholders vote “against” the 2015 Proposal.

As is the case with respect to the 2016 Proposal, in the letter accompanying the 2015 Proposal, Proponent purported to appoint Mr. Chevedden and/or his designee as Proponent’s proxy and to authorize him to act on Proponent’s behalf regarding the 2015 Proposal, and directed the Company to address future communications regarding the 2015 Proposal to Mr. Chevedden. However, because Proponent was not a record holder of shares, and did not present a proxy, or purport to hold a proxy, from a record holder, Proponent could not delegate to Mr. Chevedden authority that Proponent himself did not have.

The morning of the 2015 Annual Meeting, Ritchie Bond, as Corporate Secretary, received a letter via facsimile from Mr. Chevedden, in which he purported to “authorize Ms. Mary Mejias to present the 14a-8 proposal.” A copy of the letter from Mr. Chevedden is attached to this letter as Exhibit C.

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Mr. Chevedden also was not a shareholder of record at the date of submission of the 2015 Proposal to the Company or on the record date for the meeting, and did not represent that he held a proxy from any such record holder. (As noted above, even though Proponent purported to appoint Mr. Chevedden and/or his designee as his proxy, Proponent did not have legal authority to appoint Mr. Chevedden as his proxy because Proponent was neither a record holder nor the holder of a proxy from a record holder.) Because Mr. Chevedden was not a record holder of shares, he had no authority to authorize Ms. Mejias to present the proposal at the meeting.

Ms. Mejias attended the 2015 Annual Meeting and advised a Company representative that she had come to present the 2015 Proposal at the meeting. However, prior to the meeting, in a conversation between Mr. Harris E. DeLoach, Executive Chairman of the Board and the presiding officer at the meeting, and Ms. Mejias, Ms. Mejias acknowledged that she was not a shareholder of record at the date of submission of the 2015 Proposal to the Company or on the record date for the 2015 Annual Meeting, and did not hold a proxy from any such record holder. Accordingly, Mr. DeLoach advised her that she was not properly qualified under the Company's Bylaws or South Carolina law to present the proposal at the 2015 Annual Meeting, but that, as a courtesy, he would allow her to do so. When Ms. Mejias moved adoption of the 2015 Proposal, it did not receive a second.

The Board of Directors' proxy agents held voting instructions, by proxy card, telephone and Internet, relating to voting on the 2015 Proposal. If a duly qualified person had appeared at the meeting to present the proposal, the proxy agents would have voted the shares in accordance with these instructions. However, because a duly qualified person did not appear at the meeting to present the proposal, the Board of Directors' proxy agents did not vote on the proposal.

The Company may exclude the 2016 Proposal from its 2016 proxy materials under Rule 14a-8(h)(3) because Proponent submitted the 2015 Proposal for the Company's 2015 Annual Meeting of Shareholders and neither the Proponent nor his qualified representative appeared at the meeting to present the proposal.

SEC Rule 14a-8(h)(1) requires that either the shareholder making a proposal or his representative who is qualified under state law to present the proposal on his behalf attend the meeting to present the proposal, and that such person follow the proper state law procedures for attending the meeting and/or presenting the proposal. Rule 14a-8(h)(3) provides that failure of the shareholder making a proposal or his qualified representative to appear at the meeting and present the proposal, without good cause, gives a company the right to exclude from the company's proxy materials all proposals from the shareholder for any meetings in the following two calendar years. For a South Carolina corporation, following "proper state law procedures" would include complying with requirements of the corporation's bylaws. Section 33-2-106(b) of the South Carolina Business Corporation Act of 1988, as amended, provides: "The bylaws of a corporation may contain any provision for managing

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the business and regulating the affairs of the corporation that is not inconsistent with law or the articles of incorporation.”

The Company’s Bylaws provide the following procedures for voting on shareholder proposals:

11. RESOLUTIONS TO BE VOTED ON BY SHAREHOLDERS, other than resolutions proposed by the Board of Directors, shall be submitted to the Secretary of the corporation in writing not less than seventy-five (75) days prior to the meeting at which the vote is to occur. No resolution shall be considered at any meeting of shareholders unless such resolution is proposed by the Board of Directors or by a shareholder of record at the date of submission to the Secretary and on the record date for the meeting. The person presiding at the meeting, in addition to making any other determinations that may be appropriate to the conduct of the meeting, shall determine whether such notice has been duly given and shall direct that proposals and nominees not be considered if such notice has not been duly given. [Emphasis added.]

Therefore, under the Company’s Bylaws (and, consequently under South Carolina state law pursuant to S.C. Code Ann. Section 33-2-106(b)), to be eligible to present a shareholder proposal and have it voted on at the Company’s annual meeting, the proponent would have to submit the proposal to the Corporate Secretary at least 75 days prior to the meeting, and be a shareholder of record at the date of submission of the proposal to the Secretary and on the record date for the meeting (or hold a proxy from the record holder on those dates). The proponent would have to meet these additional requirements even if he had already met the SEC’s conditions for eligibility to submit a proposal and to have the proposal included in the proxy statement.

As confirmed by his broker, the Proponent was a beneficial holder of the Company’s shares on the date of submission of his shareholder proposal to the Company. However, because his shares were held in a brokerage account, Proponent was not a shareholder of record, on the date of submission of his shareholder proposal to the Company or on the record date for the meeting. Further, the Proponent did not represent, and his broker did not assert, that Proponent held a proxy from any such record holder. Accordingly, the Proponent did not meet the requirements of the Company’s Bylaws to present his 2015 Proposal at the 2015 Annual Meeting and have it voted upon. Nonetheless, the Proponent could have cured this defect by either obtaining a proxy from the record holder or having his shares transferred into his name as record holder and presenting his shareholder proposal again, as long as he did so at least 75 days before the meeting. The Proponent did not take any of these steps.

Further, because Mr. Chevedden was not “a shareholder of record at the date of submission to the Secretary and on the record date for the meeting,” and did not hold a valid proxy from a person meeting these requirements, he was not qualified under the Company’s Bylaws to present the 2015

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Proposal at the 2015 Annual Meeting, or to appoint anyone else to do so. Because Ms. Mejias was not “a shareholder of record at the date of submission to the Secretary and on the record date for the meeting,” and did not hold a valid proxy from a person meeting these requirements, she was not qualified under the Company’s Bylaws to present the 2015 Proposal at the 2015 Annual Meeting. Therefore, the 2015 Proposal could not legally be presented or voted on at the 2015 Annual Meeting, and was not voted on, in person or by proxy, at the 2015 Annual Meeting.

As noted above, although the Board of Directors’ proxy agents held voting instructions, by proxy card, telephone and Internet, relating to voting on the 2015 Proposal, because a duly qualified person did not appear at the 2015 Annual meeting to present the 2015 Proposal, the Board of Directors’ proxy agents did not vote on the 2015 Proposal.

The Company is not aware of any information that would support a claim by Proponent that he had “good cause” for not appearing at the 2015 Annual Meeting, either in person or by his representative who was qualified by South Carolina law, to present the 2015 Proposal. None of the correspondence from Proponent or Mr. Chevedden offered any explanation as to why he was unable to take any of the steps that would have allowed Proponent or a qualified representative to attend the meeting and present the proposal. Moreover, Ms. Mejias did not notify the Company of any reason for the Proponent’s absence from the 2015 Annual Meeting.

Pursuant to Rule 14a-8(h)(3), the Staff has regularly permitted companies to exclude shareholder proposals from its proxy materials for two calendar years following a meeting when such shareholder or its qualified representative failed to attend the shareholders’ meeting to present his or her proposal, without good cause. See, e.g. *McDonald’s Corporation* (March 3, 2015); *State Street Corp.* (Feb. 3, 2010); *E.I. du Pont de Nemours and Co.* (Jan. 16, 2009); *Procter & Gamble Co.*, (Jul. 24, 2008); *Comcast Corporation* (Feb. 25, 2008); *Eastman Kodak Co.* (Dec. 31, 2007) (in each case, concurring with the exclusion of a shareholder proposal under Rule 14a-8(h)(3) where the proponent failed to appear and present their shareholder proposal in the prior year).

Consistent with the precedent cited above, the Company believes that under Rule 14a-8(h)(3), it may: (i) exclude the 2016 Proposal from the 2016 Proxy Materials, and (ii) exclude any other proposals made by the Proponent from the proxy materials for any meetings of the Company’s shareholders held in 2016 and 2017.

Conclusion

The Proponent failed to attend, either in person or by his representative qualified under South Carolina law and the Company’s Bylaws, the 2015 Annual Meeting to present the 2015 Proposal. Proponent has not shown that he had “good cause” justifying such absence. As a result, the Company is entitled under Rule 14a-8(h)(3) to exclude the 2016 Proposal from the 2016 Proxy

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Statement and to exclude from its proxy materials any other proposals submitted by Proponent for meetings of shareholders in 2016 and 2017. We respectfully request that the Staff concur in these conclusions and confirm that it will not recommend enforcement action to the SEC if the Company excludes the 2016 Proposal and any subsequent 2016 or 2017 proposals from its proxy materials.

I will be happy to provide you with any further information or answer any questions. Please do not hesitate to call me at (803) 540-7819 or email me at sclawson@hsblawfirm.com, or Chip King at (803) 540-7818, cking@hsblawfirm.com.

Very truly yours,



Suzanne Hulst Clawson

SHC/pd

Enclosures

Cc: Mr. William Steiner (via Federal Express and U.S.P.S)

Mr. John Chevedden (via email)

Ritchie Bond

From: ***FISMA & OMB MEMORANDUM M-07-16***
Sent: Monday, November 02, 2015 10:30 AM
To: Ritchie Bond
Cc: Roger Schrum; Chip King
Subject: Rule 14a-8 Proposal Revision (SON)``
Attachments: CCE02112015.pdf

Dear Mr. Bond,

Please see the attached rule 14a-8 proposal revision submitted to enhance long-term shareholder value.

Sincerely,

John Chevedden

William Steiner

FISMA & OMB MEMORANDUM M-07-16

Mr. Ritchie L. Bond
Corporate Secretary
Sonoco Products Company (SON)
One North Second Street
P O Box 160
Hartsville, SC 29551-0160
PH: 843-383-7000
FX: 843-383-7008

REVISED NOV. 2, 2015

Dear Mr. Bond,

I purchased stock and hold stock in our company because I believed our company has greater potential. I submit my attached Rule 14a-8 proposal in support of the long-term performance of our company. I believe our company has unrealized potential that can be unlocked through low cost measures by making our corporate governance more competitive.

My proposal is for the next annual shareholder meeting. I will meet Rule 14a-8 requirements including the continuous ownership of the required stock value until after the date of the respective shareholder meeting. My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication. This is my proxy for John Chevedden and/or his designee to forward this Rule 14a-8 proposal to the company and to act on my behalf regarding this Rule 14a-8 proposal, and/or modification of it, for the forthcoming shareholder meeting before, during and after the forthcoming shareholder meeting.

Please direct all future communications regarding my rule 14a-8 proposal to John Chevedden
at:

FISMA & OMB MEMORANDUM M-07-16

to facilitate prompt and verifiable communications. Please identify this proposal as my proposal exclusively.

This letter does not cover proposals that are not rule 14a-8 proposals. This letter does not grant the power to vote. Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of my proposal promptly by email to steiner@sonoco.com

FISMA & OMB MEMORANDUM M-07-16

Sincerely,



William Steiner

10/11/15

Date

cc: Roger Schrum <roger.schrum@sonoco.com>
Vice President, Investor Relations & Corporate Affairs
PH: 843-339-6018

[SON – Rule 14a-8 Proposal, October 19, 2015, Revised November 2, 2015]
Proposal [4] - Shareholder Proxy Access

RESOLVED: Shareholders ask our board of directors to adopt, and present for shareholder approval, a “proxy access” bylaw as follows:

Require the Company to include in proxy materials prepared for a shareholder meeting at which directors are to be elected the name, Disclosure and Statement (as defined herein) of any person nominated for election to the board by a shareholder or an unrestricted number of shareholders forming a group (the “Nominator”) that meets the criteria established below.

Allow shareholders to vote on such nominee on the Company’s proxy card.

The number of shareholder-nominated candidates appearing in proxy materials should not exceed one quarter of the directors then serving or two, whichever is greater. This bylaw should supplement existing rights under Company bylaws, providing that a Nominator must:

- a) have beneficially owned 3% or more of the Company’s outstanding common stock, including recallable loaned stock, continuously for at least three years before submitting the nomination;
- b) give the Company, within the time period identified in its bylaws, written notice of the information required by the bylaws and any Securities and Exchange Commission (SEC) rules about (i) the nominee, including consent to being named in proxy materials and to serving as director if elected; and (ii) the Nominator, including proof it owns the required shares (the “Disclosure”); and
- c) certify that (i) it will assume liability stemming from any legal or regulatory violation arising out of the Nominator’s communications with the Company shareholders, including the Disclosure and Statement; (ii) it will comply with all applicable laws and regulations if it uses soliciting material other than the Company’s proxy materials; and (iii) to the best of its knowledge, the required shares were acquired in the ordinary course of business, not to change or influence control at the Company.

The Nominator may submit with the Disclosure a statement not exceeding 500 words in support of the nominee (the “Statement”). The Board should adopt procedures for promptly resolving disputes over whether notice of a nomination was timely, whether the Disclosure and Statement satisfy the bylaw and applicable federal regulations, and the priority given to multiple nominations exceeding the one-quarter limit. No additional restrictions that do not apply to other board nominees should be placed on these nominations or re-nominations.

The Security and Exchange Commission’s universal proxy access Rule 14a-11 was unfortunately vacated by 2011 a court decision. Therefore, proxy access rights must be established on a company-by-company basis.

Subsequently, *Proxy Access in the United States: Revisiting the Proposed SEC Rule*, a cost-benefit analysis by the CFA Institute (Chartered Financial Analyst), found proxy access would “benefit both the markets and corporate boardrooms, with little cost or disruption,” raising US market capitalization by up to \$140 billion.

Please vote to enhance shareholder value:

Shareholder Proxy Access – Proposal [4]

Notes:

William Steinet,**FISMA & OMB MEMORANDUM M-07-16***

sponsors this proposal.

Please note that the title of the proposal is part of the proposal. The title is intended for publication.

If the company thinks that any part of the above proposal, other than the first line in brackets, can be omitted from proxy publication based on its own discretion, please obtain a written agreement from the proponent.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email

FISMA & OMB MEMORANDUM M-07-16

Ritchie Bond

From: ***FISMA & OMB MEMORANDUM M-07-16***
Sent: Thursday, October 29, 2015 5:31 PM
To: Ritchie Bond
Cc: Roger Schrum
Subject: Rule 14a-8 Proposal (SON) blb
Attachments: CCE29102015_10.pdf

Dear Mr. Bond,
Please see the attached broker letter.
Sincerely,
John Chevedden



October 29, 2015

SON
Post-It® Fax Note 7671

Date	10-29-15	# of Pages	▶
To	Ritchie Bond	From	John Choudhary
Co./Dept.		Co.	
Phone #	***FISMA & OMB MEMORANDUM M-07-16***		
Fax #	843-303-7008	Fax #	

William Steiner

FISMA & OMB MEMORANDUM M-07-16

Re: Your TD Ameritrade account ending in [redacted] in TD Ameritrade Clearing Inc. DTC #0188

Dear William Steiner,

Thank you for allowing me to assist you today. As you requested, this letter confirms that as of the date of this letter, you have continuously held no less than 100 shares of each of the following stocks in the above reference account since July 1, 2014.

1. Avista Corp (AVA)
2. CSX Corp (CSX)
3. Brink's Co (BCO)
4. Sonoco Prods Co (SON)
5. Eastman Chemical Co (EMN)

If we can be of any further assistance, please let us know. Just log in to your account and go to the Message Center to write us. You can also call Client Services at 800-669-3900. We're available 24 hours a day, seven days a week.

Sincerely,

Chris Blue
Resource Specialist
TD Ameritrade

This information is furnished as part of a general information service and TD Ameritrade shall not be liable for any damages arising out of any inaccuracy in the information. Because this information may differ from your TD Ameritrade monthly statement, you should rely only on the TD Ameritrade monthly statement as the official record of your TD Ameritrade account.

Market volatility, volume, and system availability may delay account access and trade executions.

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EXHIBIT B

William Steiner

FISMA & OMB MEMORANDUM M-07-16

Mr. Ritchie L. Bond
Corporate Secretary
Sonoco Products Company (SON)
One North Second Street
P O Box 160
Hartsville, SC 29551-0160
PH: 843-383-7000
FX: 843-383-7008

Dear Mr. Bond,

I purchased stock and hold stock in our company because I believed our company had greater potential. I submit my attached Rule 14a-8 proposal in support of the long-term performance of our company. I believe our company has unrealized potential that can be unlocked through low cost measures by making our corporate governance more competitive.

My proposal is for the next annual shareholder meeting. I will meet Rule 14a-8 requirements including the continuous ownership of the required stock value until after the date of the respective shareholder meeting. My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication. This is my proxy for John Chevedden and/or his designee to forward this Rule 14a-8 proposal to the company and to act on my behalf regarding this Rule 14a-8 proposal, and/or modification of it, for the forthcoming shareholder meeting before, during and after the forthcoming shareholder meeting.

Please direct all future communications regarding my rule 14a-8 proposal to John Chevedden
at:

FISMA & OMB MEMORANDUM M-07-16

to facilitate prompt and verifiable communications. Please identify this proposal as my proposal exclusively.

This letter does not cover proposals that are not rule 14a-8 proposals. This letter does not grant the power to vote. Your consideration and the consideration of the Board of Directors is appreciated in support of the long-term performance of our company. Please acknowledge receipt of my proposal promptly by email to sonoco@sonoco.com & OMB MEMORANDUM M-07-16***

Sincerely,

William Steiner

7-28-14
Date

[SON: Rule 14a-8 Proposal, October 11, 2014]

Proposal 4 – Elect Each Director Annually

RESOLVED, shareholders ask that our Company take the steps necessary to reorganize the Board of Directors into one class with each director subject to election each year.

Although this proposal could easily be adopted so as to affect all our directors at the same time, management would have the discretion that it would not affect the unexpired terms of directors elected to the board at or prior to the upcoming annual meeting.

Arthur Levitt, former Chairman of the Securities and Exchange Commission said, “In my view it’s best for the investor if the entire board is elected once a year. Without annual election of each director shareholders have far less control over who represents them.”

A total of 79 S&P 500 and Fortune 500 companies declassified their boards in 2012 and 2013. The 79 companies whose boards were declassified had an aggregate market capitalization of one trillion dollars. Annual elections are widely viewed as a corporate governance best practice. Board declassification and annual elections could make directors more accountable, and thereby contribute to improved performance and increased company value.

The number of S&P 500 companies with classified boards declined by more than 67% from 2000 to 2012. From January 1, 2011 to June 30, 2012:

- More than 50 S&P 500 companies brought management proposals for annual election of each director to a vote at annual meetings
- More than 50 shareholder proposals for annual election of each director passed at annual meetings of S&P 500 companies
- The average yes-vote for shareholder proposals calling for annual election of each director exceeded 75%.

Please vote to protect shareholder value:

Elect Each Director Annually – Proposal 4.

Notes:

William Steiner, FLSMA & OMB MEMORANDUM M-07-16*** sponsored this proposal.

“Proposal 4” is a placeholder for the proposal number assigned by the company in the final proxy.

Please note that the title of the proposal is part of the proposal.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

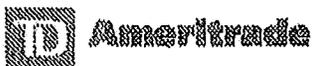
Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(I)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

Stock will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email.



Post-it® Fax Note	7671	Date	10-22-14	# of pages	▶
To	Ritchie Bond	From	John C. H. U. L. L. M.		
Co./Dept.		Co.			
Phone #		Phone #			
Fax #	843-383-7008	Fax #			

October 21, 2014

William Steiner

FISMA & OMB MEMORANDUM M-07-16

SON

Re: Your TD Ameritrade account ending in ~~1234567890~~ in TD Ameritrade Clearing, Inc DTC #0188

Dear William Steiner,

Thank you for allowing me to assist you today. As you requested, this letter serves as confirmation that, since October 1, 2013, you have continuously held no less than 100 shares each of American Electric Power Inc (AEP), Sonoco Prods Co (SON), General Electric Co (GE), Nucor Corp (NUE), Brink's Co (BCO), Illinois Tool Works Inc (ITW), Flir Systems Inc (FLIR), Mellife Inc (MET), Verizon Communications Co (VZ), Ameren Corp (AEE) and Herbalife Ltd (HLF) in the above referenced account.

If we can be of any further assistance, please let us know. Just log in to your account and go to the Message Center to write us. You can also call Client Services at 800-669-3900. We're available 24 hours a day, seven days a week.

Sincerely,

Andrew P Haag
Resource Specialist
TD Ameritrade

This information is furnished as part of a general information service and TD Ameritrade shall not be liable for any damages arising out of any inaccuracy in the information. Because this information may differ from your TD Ameritrade monthly statement, you should rely only on the TD Ameritrade monthly statement as the official record of your TD Ameritrade account.

Market volatility, volume, and system availability may delay account access and trade executions.

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TDA 5380 L 09/13

JOHN CHEVEDDEN

FISMA & OMB MEMORANDUM M-07-16

Mr. Ritchie L. Bond
Corporate Secretary
Sonoco Products Company (SON)
One North Second Street
P O Box 160
Hartsville, SC 29551-0160
PH: 843-383-7000
FX: 843-383-7008

Dear Mr. Bond,

In looking forward to a good annual meeting this is to authorize Ms. Mary Mejias to present the rule 14a-8 proposal. Please forward this information to the Chairman of the meeting and to the Chairman of the Corporate Governance Committee.

This is to respectfully request that the company exercise its fiduciary duty to shareholders and extend every courtesy to facilitate this shareholder presentation. Also for the company to advise and alert me immediately by email and telephone if the company has any question on this message or perceived further requirement.

Thank you and all the best for a good meeting.

Sincerely,


John Chevedden


Date

cc: William Steiner

Roger Schrum <roger.schrum@sonoco.com>
Vice President, Investor Relations & Corporate Affairs
PH 843-339-6018
FX: 843-383-7008