

Registration No. _____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

BOISE CASCADE CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

82-0100960
(I.R.S. Employer
Identification No.)

1111 West Jefferson Street, Boise, Idaho 83702
(Address of Principal Executive Offices) (Zip Code)

BOISE CASCADE CORPORATION
DIRECTOR STOCK OPTION PLAN
(Full title of the plan)

JOHN W. HOLLERAN
Vice President and General Counsel
Boise Cascade Corporation
Post Office Box 50
Boise, Idaho 83728-0001
(Name and address of agent for service)

208/384-6161
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price(1)	Amount of registration fee(1)
Common Stock, \$2.50 par value	100,000 shares	\$43.1875	\$4,318,750	\$1,489.22
Common Stock Purchase Rights(2)	100,000 shares	N/A	N/A	N/A

- (1) The shares of Common Stock being registered will be issued in connection with the Director Stock Option Plan. The aggregate offering price and registration fee have been calculated in accordance with 17 C.F.R. 230.457(h) and in accordance with Section 6(b) of the Securities Act of 1933.
- (2) Rights are evidenced by certificates for shares of the Common Stock and automatically trade with such Common Stock.

BOISE CASCADE CORPORATION
Cross-reference sheet

1.....	Inapplicable
2.....	Inapplicable
3.....	Incorporation of Documents by Reference
4.....	Description of Securities
5.....	Interests of Named Experts and Counsel
6.....	Indemnification of Directors and Officers
7.....	Inapplicable
8.....	Exhibits
9.....	Undertakings

Incorporation of Documents by Reference

The following documents filed by Boise Cascade Corporation (the "Company") with the Commission pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are hereby incorporated by reference into this Registration Statement:

1. Annual Report on Form 10-K for the year ended December 31, 1994;
2. Interim Report on Form 10-Q for the quarters ended March 31, 1995, and June 30, 1995;
3. Definitive Proxy Statement dated March 7, 1995, used in connection with the Annual Meeting of Shareholders held on April 21, 1995; and
4. The description of the Company's Common Stock which appears on pages 19 to 22 of its Registration Statement on Form 10 filed with the Commission on April 5, 1965, and in the amendments thereto on Form 8 dated May 24, 1965, and March 4, 1986.

All other reports, proxy statements, and other documents filed by the Company pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act after the date of this Registration Statement and prior to the termination of the offering of the securities made by this Registration Statement shall be deemed to be incorporated by reference in this Registration Statement and to be a part of it from the date of the filing of such documents.

The Company will provide without charge to each person to whom this Registration Statement is delivered, including any beneficial owner, upon written or oral request, a copy of the Company's annual report to shareholders for its last fiscal year and a copy of any or all of the documents referred to above which have been or may be incorporated by reference in this Registration Statement, other than exhibits to the documents. Any written or oral request should be directed to Boise Cascade Corporation, P.O. Box 50, Boise, Idaho 83728-0001, Attention Investor Relations Department, telephone number 208/384-6390.

Description of Securities

The securities covered by this Registration Statement consist of a maximum of 100,000 shares of the Company's \$2.50 par value common stock (the "Common Stock"), together with the related Common Stock purchase rights.

Interests of Named Experts and Counsel

The audited financial statements and schedules included or incorporated by reference in the Company's Annual Report on Form 10-K for the year ended December 31, 1994, which have been incorporated herein by reference, have been audited by Arthur Andersen LLP, independent public accountants, as indicated in their report dated January 30, 1995, with respect thereto, and which is also incorporated by reference herein in reliance upon the authority of that firm as experts in accounting and auditing in giving such reports. Reference is made to that report, which includes an explanatory paragraph with respect to the change in the method of accounting for postretirement benefits other than pensions in accordance with Standard No. 106 of the Financial Accounting Standards Board as discussed in Note 5 of the financial statements incorporated by reference in the Company's annual report on Form 10-K.

The legality of the issuance of the Common Stock offered hereby is being passed upon for the Company by John W. Holleran, Vice President and General Counsel of the Company. As of June 30, 1995, Mr. Holleran held 965 shares of Common Stock. As of that date, Mr. Holleran also held 576 shares of Convertible Preferred Stock, Series D, in the Company's Employee Stock Option Plan ("ESOP").

Indemnification of Directors and Officers

authorizes the Company to indemnify its directors and officers under specified circumstances. The Company's Restated Certificate of Incorporation and bylaws provide that the Company shall indemnify, to the extent permitted by Delaware law, its directors and officers against liabilities (including expenses, judgments, and settlements) incurred by them in connection with any actual or threatened action, suit, or proceeding to which they are or may become parties and which arise out of their status as directors, officers, or employees. The Company has also entered into agreements with each director to indemnify him or her to the fullest extent permitted by Delaware law.

The Company has insurance for amounts paid as indemnification of directors and officers for certain liabilities imposed and expenses incurred in defending actions, suits, or proceedings to which those persons are parties by reason of being directors or officers.

Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended (the "Securities Act"), may be permitted to directors, officers, or persons controlling the Company pursuant to the foregoing provisions, the Company has been informed that, in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

Exhibits

The exhibits to this Registration Statement are listed in the Exhibit Index which immediately precedes such exhibits and which is incorporated herein by this reference.

Undertakings

The undersigned registrant hereby undertakes:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) Not applicable.
 - (ii) Not applicable.
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.
2. That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
4. Not applicable.
5. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
6. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers, and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the

registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer, or controlling person of the registrant in the successful defense of any action, suit, or proceeding) is asserted by such director, officer, or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

Consent of Independent Public Accountants

As independent public accountants, we hereby consent to the incorporation by reference in this Registration Statement of our report dated January 30, 1995, incorporated by reference in Boise Cascade Corporation's Form 10-K for the year ended December 31, 1994, and to all references to our firm included in this Registration Statement.

/s/ Arthur Andersen LLP

ARTHUR ANDERSEN LLP

Boise, Idaho
August 31, 1995

Power of Attorney

Each person whose signature appears below hereby appoints George J. Harad and John W. Holleran, and each of them severally, acting alone and without the other, his or her true and lawful attorney-in-fact with authority to execute in the name of each such person and to file with the Securities and Exchange Commission, together with any exhibits thereto and other documents therewith, any and all amendments (including post-effective amendments) to this Registration Statement necessary or advisable to enable the registrant to comply with the Securities Act of 1933, as amended, and any rules, regulations, and requirements of the Securities and Exchange Commission in respect thereof, which amendments may make such other changes in the Registration Statement as the aforesaid attorney-in-fact executing the same deems appropriate.

Signatures

The Registrant.

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Boise, state of Idaho, on August 31, 1995.

BOISE CASCADE CORPORATION

By /s/ George J. Harad
Chairman of the Board and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on August 31, 1995.

Signature	Title
/s/ George J. Harad George J. Harad	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
/s/ Theodore Crumley Theodore Crumley	Senior Vice President and Chief Financial Officer
/s/ Thomas E. Carlile Thomas E. Carlile	Vice President and Controller (Principal Accounting Officer)

Signature	Title
A Majority of the Directors	
/s/ George J. Harad George J. Harad	Director
/s/ Anne L. Armstrong Anne L. Armstrong	Director
/s/ Robert E. Coleman Robert E. Coleman	Director
/s/ Robert K. Jaedicke Robert K. Jaedicke	Director
/s/ James A. McClure James A. McClure	Director
/s/ Paul J. Phoenix Paul J. Phoenix	Director
/s/ A. William Reynolds A. William Reynolds	Director
/s/ Jane E. Shaw Jane E. Shaw	Director
/s/ Frank A. Shrontz Frank A. Shrontz	Director
/s/ Edson W. Spencer Edson W. Spencer	Director
/s/ Robert H. Waterman, Jr. Robert H. Waterman, Jr.	Director
/s/ Ward W. Woods, Jr. Ward W. Woods, Jr.	Director

Dated: August 31, 1995

INDEX TO EXHIBITS

Filed With Registration Statement
on Form S-8

Number	Description	Page Number
4	Boise Cascade Corporation Director Stock Option Plan, dated as of December 15, 1994	
5	Opinion of John W. Holleran, Vice President and General Counsel for the Company	
15	Inapplicable	--
23.1	Consent of Independent Public Accountants (included in Registration Statement)	--
23.2	Consent of Counsel (included in Exhibit 5)	--
24	Power of Attorney (included on signature page)	--
28	Inapplicable	--
99	Inapplicable	--

BOISE CASCADE CORPORATION
DIRECTOR STOCK OPTION PLAN

Adopted December 15, 1994

BOISE CASCADE CORPORATION
DIRECTOR STOCK OPTION PLAN

1. PLAN ADMINISTRATION AND ELIGIBILITY

1.1 Purpose. The purpose of the Boise Cascade Corporation Director Stock Option Plan (the "Plan") is to encourage ownership of the Company's common stock by its nonemployee directors.

1.2 Administration. This Plan shall be administered by the Executive Compensation Committee (the "Committee") of the Board of Directors of the Company. The Committee shall have full authority to administer this Plan, including authority to interpret and construe any provision of this Plan and to adopt such rules for administration of this Plan as it may deem necessary or appropriate. Decisions of the Committee shall be final and binding on all persons who have an interest in this Plan.

1.3 Participation in the Plan. Individuals who are directors of the Company as of each January 1, and who are not employees of the Company or any of its subsidiaries, are eligible to receive grants of options in that calendar year in accordance with Section 3.1 of this Plan ("Eligible Directors").

2. STOCK SUBJECT TO THE PLAN

2.1 Number of Shares. The maximum number of shares of the Company's \$2.50 par value Common Stock ("Common Stock" or "Shares") which may be issued pursuant to options granted under this Plan shall be one hundred thousand Shares, subject to adjustment as provided in Section 4.4.

2.2 Nonexercised Shares. If any outstanding option under this Plan for any reason expires or is terminated without having been exercised in full, the Shares allocable to the unexercised portion of the option shall again become available for issuance under options granted pursuant to this Plan.

2.3 Share Issuance. Upon the exercise of an option, the Company may issue new Shares or reissue Shares previously repurchased by or on behalf of the Company.

3. OPTIONS

3.1 Option Grant Dates. Options shall be granted automatically to each Eligible Director on July 31 of each year (or, if July 31 is not a business day, on the immediately preceding trading day) (the "Grant Date"). Any Eligible Director first elected as a director after July 31 but prior to December 31 in any year shall be granted an option covering the same number of shares as options granted to other Eligible Directors on the Grant Date for that calendar year. The Grant Date for an option granted to a newly-elected director hereunder shall be the date of such director's election to the board, and the Option Price of such option shall be determined as of such Grant Date.

3.2 Option Price. The purchase price per share for the Shares covered by each option shall be the closing price for a share of Common Stock as reported on the composite tape by the New York Stock Exchange on the Grant Date (the "Option Price").

3.3 Number of Option Shares. The number of Shares subject to options granted to each participating director on each Grant Date will be 1,000. The board of directors may increase or decrease this number, not more frequently than once each year, by action taken at least six months prior to the Grant Date for which such increase or decrease is effective.

3.4 Director Terminations. If a director participating in this Plan retires, resigns, dies, or otherwise terminates his or her position on the Company's Board of Directors prior to January 1 of any year, he or she shall not be eligible to receive a grant of an option in the year immediately following the year in which he or she so terminates.

3.5 Written Documentation. Each grant of an option under this Plan shall be evidenced in writing, which shall comply with and be subject to the terms and conditions contained in this Plan.

3.6 Nonstatutory Stock Options. Options granted under this Plan shall not be entitled to special tax treatment under Section 422A of the Internal Revenue Code of 1986.

3.7 Period of Option. Options may be exercised 12 months after their Grant Date, provided, however, that options held by a director shall be immediately exercisable upon the occurrence of any of the events described in Section 3.11, recognizing that Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Act"), may limit a director's ability to resell the Shares acquired upon the exercise until six months after the Grant Date. No option shall be exercisable after the earlier to occur of (a) three years from the date upon which the option holder terminates his or her position as a director of the Company or (b) ten years from the option's Grant Date.

3.8 Exercise of Options. Options may be exercised only by written notice to the secretary of the Company and payment of the exercise price in (i) cash, (ii) Shares, (iii) a loan from the Company, or (iv) delivery of an irrevocable written notice instructing the Company to deliver the Shares being purchased to a broker selected by the Company, subject to the broker's written guarantee to deliver cash to the Company, in each case equal to the full consideration of the Option Price for the Shares which are being exercised. Options may be exercised in whole or in part.

3.9 Options Nontransferable. Each option granted under this Plan shall not be transferable by the optionee other than by will or by the laws of descent and distribution or pursuant to a qualified domestic relations order as defined by the Internal Revenue Code of 1986, as amended, or Title I of the Employee Retirement Income Security Act of 1974, as amended, and the rules and regulations thereunder. No option granted under this Plan, or any interest therein, may be otherwise transferred, assigned, pledged, or hypothecated by the director to which the option was granted during his or her lifetime, whether by operation of law or otherwise, or be made subject to execution, attachment, or similar process.

3.10 Exercise by Representative Following Death of Director. A director, by written notice to the Company, may designate one or more persons (and from time to time change such designation), including his or her legal representative, who, by reason of the director's death, shall acquire the right to exercise all or a portion of an option granted under this Plan. Any exercise by a representative shall be subject to the provisions of this Plan.

3.11 Acceleration of Stock Options.

3.11.1 Merger or Consolidation. Notwithstanding Section 3.7, in the event of a dissolution or a liquidation of the Company or a merger and consolidation in which the Company is not the surviving corporation, any unexercised options granted prior to the date of the merger or consolidation shall become

exercisable immediately prior to the date of the merger or consolidation.

3.11.2 Change of Control. If, while unexercised options remain outstanding hereunder, (i) any "person" (as this term is used in Sections 13(d) and 14(d) of the Act) other than the Company or an employee benefit plan maintained by the Company is or becomes the "beneficial owner" (as defined in Rule 13d-3 under the Act), directly or indirectly, of securities of the Company representing 20% or more of the combined voting power of the Company's then outstanding securities or (ii) during any period of two consecutive years, individuals who at the beginning of the period constitute the Company's board of directors, including for this purpose any new director whose election or nomination for election by the Company's shareholders was approved by a vote of at least two-thirds of the directors then still in office who were directors at the beginning of the period, cease for any reason to constitute a majority of the members of the board, then from and after the date on which public announcement of the acquisition of such percentage is made or the date on which the change in the composition of the Board set forth above occurs, all options previously granted under this Plan shall be immediately exercisable in full.

4. GENERAL PROVISIONS

4.1 Effective Date of This Plan. This Plan shall be effective December 16, 1994, subject to approval by the shareholders of the Company. Options may be granted under this Plan only after shareholder approval of this Plan.

4.2 Duration of This Plan. This Plan shall remain in effect until all Shares subject to option grants have been purchased or all unexercised options have expired. Notwithstanding the foregoing, no options may be granted pursuant to this Plan on or after the tenth anniversary of this Plan's effective date.

4.3 Amendment of This Plan. The board of directors may suspend or discontinue this Plan or revise or amend it in any respect, provided, however, that without approval of a majority of the Company's shareholders no revision or amendment shall (i) change the number of Shares subject to this Plan (except as provided in Section 4.4), (ii) change the designation of the class of directors eligible to participate in the Plan, (iii) change the exercise price of the options, or (iv) materially increase the benefits accruing to participants under or the cost of this Plan to the Company. Moreover, in no event may Plan provisions be amended more than once every six months, other than to comport with changes in the Internal Revenue Code, the Employee Retirement Income Security Act, or the rules and regulations thereunder. No amendment, modification, or termination of this Plan shall in any manner adversely affect the rights of any director holding options granted under this Plan without his or her consent.

4.4 Changes in Shares. In the event of any merger, consolidation, reorganization, recapitalization, stock dividend, stock split, or other change in the corporate structure or capitalization affecting the Shares, appropriate adjustment shall be made in the number (including the aggregate numbers specified in Section 2.1) and kind of Shares or other securities which are or may become subject to options granted under this Plan prior to and subsequent to the date of the change.

4.5 Limitation of Rights.

4.5.1 No Right to Continue as a Director. Neither this Plan, nor the granting of an option under this Plan, nor any other action taken pursuant to this Plan shall constitute or be evidence of any agreement or understanding, express or implied, that the Company will retain a director for any period of time, or at any particular rate of compensation.

4.5.2 No Shareholders' Rights for Options. An optionee shall have no rights as a shareholder with respect to the Shares covered by his or her options until the date of the issuance to him or her of a stock certificate therefor.

4.6 Assignments. The rights and benefits under this Plan may not be assigned except as provided in Sections 3.9 and 3.10.

4.7 Notice. Any written notice to the Company required by any of the provisions of this Plan shall be addressed to the secretary of the Company and shall become effective when it is received.

4.8 Shareholder Approval and Registration Statement. This Plan shall be approved by the Board of Directors and submitted to the Company's shareholders for approval. Any options granted under this Plan prior to effectiveness of a registration statement filed with the Securities and Exchange Commission covering the Shares to be issued hereunder shall not be exercisable until, and are expressly conditional upon, the effectiveness of a registration statement covering the Shares.

4.9 Governing Law. This Plan and all determinations made and actions taken pursuant hereto shall be governed by and construed in accordance with the laws of the state of Delaware.

Legal Department
1111 W. Jefferson Street (83702)
P.O. Box 50
Boise, Idaho 83728-0001
208/384-7704
Fax: 208/384-4912

John W. Holleran
Vice President and
General Counsel

August 31, 1995

Securities and Exchange Commission
Attention Division of Corporation Finance
450 Fifth Street, N.W.
Washington, DC 20549

Subject: Common Stock Issuable Under the Boise Cascade
Corporation Director Stock Option Plan

Ladies and Gentlemen:

I am the Vice President and General Counsel of Boise Cascade Corporation, a Delaware corporation (the "Company"). In that capacity, I have represented the Company in connection with preparation and filing with the Securities and Exchange Commission of a Registration Statement on Form S-8 (the "Registration Statement") relating to 100,000 shares of the Company's common stock, \$2.50 par value (the "Common Stock") with respect to the Director Stock Option Plan (the "DSOP"). I have reviewed originals (or copies) of certified or otherwise satisfactorily identified documents, corporate and other records, certificates, and papers as I deemed it necessary to examine for the purpose of this opinion.

Based on the foregoing, it is my opinion that shares of Common Stock which are issued upon the exercise of stock options under the DSOP will, when sold, be validly issued, fully paid, and nonassessable.

I consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to me therein under the caption "Interests of Named Experts and Counsel." In giving this consent, however, I do not admit that I am within the category of persons whose consent is required by Section 7 of the Securities Act of 1933.

Very truly yours,

/s/ John W. Holleran

John W. Holleran

JWH/JA50712D