

Dowdell Douglas L
 Form 4/A
 July 29, 2010

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 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 *
 Dowdell Douglas L

2. Issuer Name and Ticker or Trading Symbol
 BUCKEYE TECHNOLOGIES INC
 [BKI]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 1001 TILLMAN STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 07/20/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr VP Specialty Fibers

MEMPHIS, TN 38112
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 07/22/2010

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	07/20/2010		A ⁽¹⁾	5,582 A \$ 0	31,236	D	
Common Stock	07/20/2010		A ⁽²⁾	6,905 A \$ 0	38,141	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 (9-02)

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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 Underlying Securities (Instr. 3 and 4)
Employee Stock Option (Right to Buy)	\$ 10.39	07/20/2010		A ⁽³⁾	8,687	07/20/2011 07/20/2021	Common Stock 8,687

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dowdell Douglas L 1001 TILLMAN STREET MEMPHIS, TN 38112			Sr VP Specialty Fibers	

Signatures

Douglas L. Dowdell
07/29/2010

**Signature of Reporting Person
Date

Explanation of Responses:

- * 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).
- (1) Restricted Stock ("RS") issued pursuant to the 2007 Omnibus Incentive Compensation Plan; RS will vest in three equal installments beginning on the first anniversary of the grant date.
 - (2) Each Performance Share represents a contingent right to receive one share of the Company's common stock. The Performance Shares vest on June 30, 2013 upon achievement of certain performance criteria based on total shareholder return ("TSR") from July 1, 2010 to June 30, 2013 (the "Performance Period"). If the Company's TSR is in the 25th percentile of its peer group TSR at the end of the Performance Period (the "Threshold"), then 25% of the Performance Shares will vest. If the Company's TSR is above the Threshold, but at or below the 50th percentile of the Peer Group TSR at the end of the Performance Period, then the Performance Shares will vest as follows: 25% of the Performance Shares plus an additional 1% of the Performance Shares for each full percentile that the Company's TSR exceeds the 25th percentile of the Peer Group TSR at the end of the Performance Period. If the Company's TSR is above the 50th percentile of the Peer Group TSR at the end of the Performance Period, but below the 75th percentile of the Peer Group TSR at the end of the Performance Period, then the Performance Shares will vest as follows: 50% of the Performance Shares plus an additional 2% of the Performance Shares for each full percentile that the Company's TSR exceeds the 50th percentile of the Peer Group TSR at the end of the Performance

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Period. If the Company's TSR equals or exceeds the 75th percentile of the Peer Group TSR at the end of the Performance Period (the "Target"), then 100% of the Performance Shares will vest.

(3) Options will vest and become exercisable in three equal annual installments beginning on the first anniversary of the grant date.

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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