Edgar Filing: POTLATCH CORP - Form 4

| Form 4 | | | | | | | | | | | |
|---|---|--|---------------------------------|--|------------------------|------------------|--|--|---|--|--|
| December (| ЛЛ | | | | | | | | PPROVAL | | |
| | RITIES AND EXCHANGE COMMISSION ashington, D.C. 20549 | | | N OMB Number: | 3235-0287 | | | | | | |
| 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 SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 19 Section 17(a) of the Public Utility Holding Company Act of 1935 or S 30(h) of the Investment Company Act of 1940 | | | | | | | ange Act of 1934, t of 1935 or Secti | Estimated burden hou response | Expires: January 31, 2005 Estimated average burden hours per response 0.5 | | |
| (Print or Type | Responses) | | | | | | | | | | |
| WEYERHAEUSER WILLIAM T Symbol | | | | ssuer Name and Ticker or Trading ool LATCH CORP [PCH] | | | Issuer | | | | |
| (Last) | (First) (| | 3. Date of Earliest Transaction | | | (Ch | (Check all applicable) | | | | |
| | | | | | | | | (give title 10% Owner Other (specify below) | | | |
| | | | | l(Month/Day/Year) Applicable | | | Applicable Line) _X_ Form filed by | or Joint/Group Filing(Check e) I by One Reporting Person by More than One Reporting | | | |
| SPOKANE | E, WA 99201 | | | | | | Person | wore than One R | eporung | | |
| (City) | (State) | (Zip) | Tab | le I - Non-l | Derivative | Securities . | Acquired, Disposed | of, or Beneficia | lly Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deeme Execution I any (Month/Da | Date, if | 3. Transactio Code (Instr. 8) Code V | Disposed (Instr. 3, | (A) or of (D) | 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) | | |
| Reminder: Re | port on a separate line | e for each cla | uss of sec | urities bene | Perso | ons who re | or indirectly. spond to the colle stained in this form | | SEC 1474 (9-02) | | |

Persons who respond to the collection of SEC 14 information contained in this form are not (9-0 required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and Amount of |
|-------------|-------------|---------------------|--------------------|-----------|--------------|-------------------------|------------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orDerivative | Expiration Date | Underlying Securities |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8) | Acquired (A) Disposed of ((Instr. 3, 4, ar | D) | | | | |
|--------------------------------------|------------------------------------|------------|------------------|------------|---|-----|---------------------|--------------------|-----------------|----------------------------------|
| | | | | Code V | 7 (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock Units <u>(1)</u> | \$ 25.85 | 12/05/2008 | | А | 2,514.507 | | (2) | (2) | Common Stock | 2,514.50 (3) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| WEYERHAEUSER WILLIAM T 601 W. FIRST AVENUE, SUITE 1600 SPOKANE, WA 99201 | Х | | | | | | |
| Signatures | | | | | | | |
| /s/ Michael S. Gadd, Attorney-in-Fact | 12/09/2008 | | | | | | |
| **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).

Phantom stock units are credited to the reporting person's account on the transaction date in accordance with the provisions of the(1) Potlatch Corporation Deferred Compensation Plan for Directors II and will be converted to cash and paid on a 1-for-1 basis with the issuer's common stock.

- (2) Phantom stock units will be converted to cash and paid upon the reporting person's termination from service with Potlatch in accordance with the provisions of the Potlatch Corporation Deferred Compensation Plan for Directors II.
- (3) Phantom stock unit beneficial ownership represents phantom stock allocated to the reporting person's Deferred Compensation Account since the reporting person's last report. These phantom stock allocations represent an annual award grant.
- (4) Includes phantom stock allocated to the reporting person?s Deferred Compensation Account since the reporting person?s last report that represents quarterly dividends.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.