Edgar Filing: QUESNEL GREGORY L - Form 4

~	GREGORY L											
Form 4												
December (08, 2009											
FORM			GEGU			CHANGE			PPROVAL			
	••• UNITED	STATES		RITIES A Ashington			COMMISSION	N OMB Number:	3235-0287			
Check the				8.	Expires:	January 31,						
if no lor subject		MENT OI	F CHAN	CHANGES IN BENEFICIAL OWNERSHIP OF					2005			
Section 16. SECURIT								Estimated burden hou				
Form 4								response				
Form 5 obligation	nn c -						nge Act of 1934,					
may cor	See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940											
See Inst	ruction	30(n)	of the fi	nvestmen	l Compar	iy Act of 1	940					
1(b).												
(Print or Type	Responses)											
	Address of Reporting	g Person [*]	2. Issuer Name and Ticker or Trading Symbol POTLATCH CORP [PCH]				5. Relationship of Reporting Person(s) to Issuer					
QUEDIALE												
(I+)	(First)				-		(Check all applicable)					
(Last)	(First) ((Middle)		of Earliest T	ransaction		X Director	100	% Owner			
			(Month/Day/Year) 12/04/2009				Officer (give title Other (specify					
1600							below) below)					
	(Street)		4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check					
				onth/Day/Yea	-		Applicable Line)					
						X Form filed by One Reporting Person Form filed by More than One Reporting						
SPOKANE	E, WA 99201						Person	where than one R	eporting			
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned			
1.Title of	2. Transaction Date			3.	4. Securit			6. Ownership	7. Nature of			
Security (Instr. 3)	(Month/Day/Year)	•) Execution Date, if any		Transactio Code	nAcquired Disposed			Form: Direct (D) or Indirect	Indirect			
(1130.5)		(Month/Da	ay/Year)	(Instr. 8)	(Instr. 3, 4		•	(I)	Ownership			
							Following	(Instr. 4)	(Instr. 4)			
						(A)	Reported Transaction(s)					
				Cada V	Amount	Or (D) Dries	(Instr. 3 and 4)					
				Coue v	Amount	(D) Price						
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly of	or indirectly.					
							spond to the colle		SEC 1474 (9-02)			

Persons who respond to the collection of information contained in this form are not 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	Disp	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units <u>(1)</u>	\$ 31.64	12/04/2009		А	2,0	54.362		(2)	(2)	Common Stock	2,054.362 (<u>3)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
QUESNEL GREGORY L 601 W. FIRST AVENUE, SUITE 1600 SPOKANE, WA 99201	Х						
Signatures							
/s/ Pamela A. Mull, Attorney-in-Fact	12/08/20						
**Signature of Reporting Person	Date						
Evolution of Deenen	0001						

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.