

COVEY MICHAEL J

Form 4

February 20, 2018

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
COVEY MICHAEL J

(Last) (First) (Middle)

C/O POTLATCH  
CORPORATION, W. 601 FIRST  
AVE., STE. 1600

(Street)

SPOKANE, WA 99201

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
POTLATCH CORP [PCH]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/15/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/15/2018		A	46,450.603 (1)	A \$ 0	262,323.165 (2)	D
Common Stock	02/15/2018		A	8,028 (3)	A \$ 0	270,351.165	D
Common Stock	02/16/2018		S	17,004.483 (4)	D \$ 54.4132	253,346.682	D
Common Stock	02/16/2018		S	2,409.517 (5)	D \$ 54.4132	250,937.165	D
Common Stock						181	I 401K (6)

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

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SEC 1474  
(9-02)

**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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COVEY MICHAEL J C/O POTLATCH CORPORATION W. 601 FIRST AVE., STE. 1600 SPOKANE, WA 99201			Chief Executive Officer	

## Signatures

/s/ Lorrie D. Scott  
Attorney-in-Fact 02/20/2018

\_\_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) Represents shares of common stock issued in settlement of 2015-2017 Performance Share Grant.

(2) Includes adjustments for dividends accrued.

Represents award of restricted stock units (RSUs) that may be settled only for shares of common stock on a one-for-one basis. The RSUs will vest on December 31, 2020, subject to continued employment through such date. During the vesting period, an amount equal to the dividends that would have been paid on the RSU's had they been in the form of common stock will be converted into additional RSU's. The additional RSU's will also vest December 31, 2020.

(4)

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Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of the Performance Shares listed in Table I. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the reporting person.

- (5) Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of the RSU's listed in Table I. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the reporting person.
- (6) Reflects periodic contributions to the issuer's common stock fund in the issuer's 401(k) plan.

### Remarks:

Reporting Owner:

Michael J. Covey, Chairman and Chief Executive Officer

CIK 1202540

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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