

POTLATCH CORP  
Form DEF 14A  
April 02, 2012

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934  
(Amendment No. 1)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- |   |   |
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| <input type="checkbox"/> Preliminary Proxy Statement                  | <input type="checkbox"/> Confidential, for Use of the Commission Only (as permitted by Rule 14a-6 (e)(2)) |
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POTLATCH CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
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On April 2, 2012, the company filed a definitive proxy statement (the "Proxy Statement") with the Securities and Exchange Commission. As a result of a clerical error, the company inadvertently omitted certain amounts for it named executive officers in the Total (\$) column within the Summary Compensation Table (the "Table") on page 39 of the Proxy Statement. The amounts omitted were the 2011 salary lump sum bonuses in lieu of base salary increases of \$21,451 for Mr. Covey, \$12,339 for Mr. Cremers, \$3,750 for Ms. Scott, \$9,151 for Mr. Stinnett and \$7,916 for Mr. Temple. A minor correction was also made in the "All Other Compensation" column for Lorrie Scott. In all other respects, the Table, footnotes and the narrative description following the Table were correct as filed.

The correct Table as set forth below and the Proxy Statement shall be deemed amended to reflect this change.

#### 2011 Compensation

#### Summary Compensation Table

The table below sets forth information regarding the compensation for each of our named executive officers for the year 2011 and, where applicable, the years 2010 and 2009. The information contained in the Summary Compensation Table should be viewed together with the "2011 Grants of Plan-Based Awards" table, which includes target levels for annual incentive awards and long-term performance share awards, to obtain the most accurate representation of annual and long-term incentive compensation elements and the total compensation provided to our named executive officers.

| Name and Principal Position  | Year | Salary<br>\$(1) | Bonus<br>\$(2) | Stock<br>Awards<br>\$(3) | Non-Equity<br>Incentive Plan<br>Compensation<br>\$(4) | Change in<br>Pension Value<br>and<br>Nonqualified<br>Deferred<br>Compensation<br>Earnings | All Other<br>Compensation<br>\$(6) | Total<br>(\$) |
|--|------|-----------------|----------------|--------------------------|---|---|------------------------------------|---------------|
|  |      |                 |                |                          |   | \$(5)   |                                    |               |
| Michael J. Covey<br>Chairman, President<br>and Chief Executive<br>Officer        | 2011 | 736,471         |                | 1,373,949                | 715,000   | 829,210   | 37,331                             | 3,691,961     |
|  | 2010 | 692,103         | ---            | 1,663,416                | 1,126,200   | 543,245   | 43,994                             | 4,068,957     |
|  | 2009 | 715,020         | ---            | 1,619,352                | 500,500   | 562,333   | 45,602                             | 3,442,807     |
|  |      |                 |                |                          |   |   |                                    |               |
| Eric J. Cremers<br>Vice President,<br>Finance and Chief<br>Financial Officer     | 2011 | 423,639         |                | 405,102                  | 450,000   | 120,894   | 25,628                             | 1,425,263     |
|  | 2010 | 398,117         | ---            | 471,689                  | 450,000   | 63,420  | 31,419                             | 1,414,645     |
|  | 2009 | 411,300         | ---            | 460,383                  | 350,600   | 50,691  | 24,315                             | 1,297,289     |
| Lorrie D. Scott<br>Vice President,<br>General Counsel and<br>Corporate Secretary | 2011 | 253,770         |                | 264,675                  | 232,200   | 54,211  | 236,960                            | 1,066,816     |
|  | 2010 | 114,272         | 25,000         | ---                      | 100,000   | 13,706  | 51,450                             | 324,428       |
| Brent L. Stinnett<br>Vice President,<br>Resource<br>Management Division          | 2011 | 314,191         | ---            | 324,172                  | 233,700   | 123,683   | 24,727                             | 1,020,473     |
|  | 2010 | 295,263         | ---            | 315,300                  | 250,000   | 61,298  | 11,072                             | 932,933       |
|  | 2009 | 305,040         | ---            | 261,410                  | 85,800  | 98,172  | 20,323                             | 770,745       |
| Thomas J. Temple<br>Vice President, Wood<br>Products Division                    | 2011 | 271,796         |                | 264,675                  | 152,900   | 74,042  | 20,119                             | 783,533       |
|  | 2010 | 255,422         | 89,200(7)      | 256,444                  | 200,000   | 37,808  | 13,659                             | 763,334       |
|  | 2009 | 263,880         |                | 251,627                  | ---   | 27,689  | 340,592                            | 972,988       |

(1) This column includes salary paid for the full or partial year the employee worked. Pay cycles changed from semi-monthly to biweekly in August 2010, so the last week or two weeks of salary in 2010 was paid in January

2011. 2011 salary includes lump sum bonuses in lieu of base salary increases of \$21,451 for Mr. Covey, \$12,339 for Mr. Cremers, \$3,750 for Ms. Scott, \$9,151 for Mr. Stinnett and \$7,916 for Mr. Temple.

(2) Includes a hiring and relocation bonus paid to Ms. Scott.

This column shows the aggregate grant date fair value, computed in accordance with FASB Topic 718, of performance shares (at target) and restricted stock units granted in 2009, 2010 and 2011. In accordance with FASB Topic 718, the grant date fair value reported for all restricted stock units was computed by multiplying the number

(3) of shares subject to the restricted stock unit award by the closing price of our stock on the grant date. The grant date fair values reported for performance shares were based upon the probable outcome of the TSR condition, which amounts were determined consistent with the estimate of the aggregate compensation cost to be recognized over the performance period d

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etermined as of the grant date under FASB Topic 718, excluding the effect of estimated forfeitures. The estimate of the aggregate compensation cost to be recognized over the performance period was determined by using a Monte Carlo simulation model. The assumptions made in connection with this estimate are discussed in Note 15 to our Financial Statements included in our 2011 Form 10-K. Following is the fair value as of the grant date of the performance shares granted to our named executive officers, assuming the highest level of TSR would have been or will be achieved (resulting in settlement of 200% of the shares subject to the award), in each case based on the closing price of our stock on the grant date:

|                         |             |
|-------------------------|-------------|
| Michael J. Covey        |             |
| 2011 Performance Shares | \$2,371,199 |
| 2010 Performance Shares | 2,369,174   |
| 2009 Performance Shares | 2,361,960   |
| Eric J. Cremers         |             |
| 2011 Performance Shares | 542,960     |
| 2010 Performance Shares | 542,936     |
| 2009 Performance Shares | 540,189     |
| Lorrie Scott            |             |
| 2011 Performance Shares | 354,781     |
| 2010 Performance Shares | —           |
| Brent L. Stinnett       |             |
| 2011 Performance Shares | 434,524     |
| 2010 Performance Shares | 362,925     |
| 2009 Performance Shares | 306,715     |
| Thomas J. Temple        |             |
| 2011 Performance Shares | 354,781     |
| 2010 Performance Shares | 295,179     |
| 2009 Performance Shares | 295,245     |

(4) This column includes the cash awards under our annual incentive plan. Annual awards relating to performance in 2011 were paid in 2012 unless deferred under our Management Deferred Compensation Plan.

Amounts shown represent the aggregate annual change in the actuarial present value of accumulated pension (5) benefits under all of our defined benefit and actuarial plans. No portion of the amounts shown in this column is attributable to above market or preferential earnings on deferred compensation.

2011 amounts shown include 401k company match of \$10,868 for Mr. Covey, \$11,004 for Ms. Scott, \$13,350 for Mr. Stinnett and \$10,442 for Mr. Temple, allocations under the 401k Plan Supplemental Benefit portion of our Salaried Supplemental Benefit Plan II (\$26,312 for Mr. Covey, \$15,518 for Mr. Cremers and \$11,225 for Mr. Stinnett), and premiums paid for life and accidental death and dismemberment insurance. The amount shown for Mr. Temple in 2009 also includes the following payments and reimbursements made pursuant to our salaried employee relocation program: (i) \$54,678 of relocation expenses, (ii) a tax gross-up of \$22,351 relating to (6) reimbursed amounts includible in gross income, and (iii) \$252,257 in aggregate incremental costs paid by the company in connection with the purchase of Mr. Temple's home and the amount received by the company on the subsequent sale of the house. The amount shown for Ms. Scott in 2010 and 2011 also includes the following payments and reimbursements made pursuant to our salaried employee relocation program: (i) \$11,777 of relocation expenses, (ii) a tax gross-up of \$6,189 relating to reimbursed amounts includible in gross income, and (iii) \$203,268 in aggregate incremental costs paid by the company in connection with the purchase of Ms. Scott's home and the amount received by the company on the subsequent sale of the house.

(7) Includes a \$15,000 relocation bonus.