POTLATCH CORP Form 4

June 02, 2005

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

(Print or Type Responses)

(Last)

1100

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

1. Name and Address of Reporting Person *

WEYERHAEUSER WILLIAM T

(Middle)

(Zip)

601 W. RIVERSIDE AVE., SUITE

(Street)

(First)

SPOKANE, WA 99201

2. Issuer Name and Ticker or Trading

Symbol

POTLATCH CORP [PCH]

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

05/31/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

(State)

Execution Date, if

(Month/Day/Year)

3. TransactionAcquired (A) or Code

Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

4. Securities

(A)

or Code V Amount (D) Price

5. Amount of Securities

Issuer

below)

X_ Director

Applicable Line)

Officer (give title

Beneficially Owned Following

Reported Transaction(s)

(Instr. 3 and 4)

Form: Direct (I)

6. Ownership

(D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

7. Nature of

Indirect

10% Owner Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(Check all applicable)

Estimated average

burden hours per

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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 Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

5. Number of TransactionDerivative Code Securities

6. Date Exercisable and Expiration

(Month/Day/Year)

Underlying Secu (Instr. 3 and 4)

7. Title and Amo

Edgar Filing: POTLATCH CORP - Form 4

(Instr. 3) (Month/Day/Year) (Instr. 8) Acquired (A) or Price of Derivative Disposed of (D) Security (Instr. 3, 4, and 5) Code V (D) Date Exercisable Expiration Date (A) An Nu Sh Phantom \$ 51.69 Common Stock 05/31/2005 Α 213.175 $01/01/2008^{(2)}$ $01/31/2008^{(2)}$ (1) Stock Units

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WEYERHAEUSER WILLIAM T 601 W. RIVERSIDE AVE. SUITE 1100 SPOKANE, WA 99201

X

Signatures

Malcolm A. Ryerse, Attorney-in-Fact

06/02/2005

**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 and will be converted to cash and paid on a 1-for-1 basis with the issuer's common stock.
- Phantom stock units will be converted to cash and paid on the date previously elected by the reporting person in accordance with the provisions of the Potlatch Corporation Deferred Compensation Plan for Directors.
- Phantom stock unit beneficial ownership total includes phantom stock allocated to the reporting person's Deferred Compensation Account (3) since the reporting person's last report. Phantom stock allocations in this report include meeting attendance fees and dividend equivalents ranging from \$47.23 to \$51.69 per share.

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.

Reporting Owners 2