

COVEY MICHAEL J
Form 4
February 19, 2019

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O POTLATCHDELTA CORPORATION, W. 601 FIRST AVE., STE. 1600
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2019

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Chief Executive Officer

SPOKANE, WA 99201

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)			
			Code	V	Amount or Price					
Common Stock	02/14/2019		A		97,436.773 (1)	A	\$ 0	268,569.01 (2)	D	
Common Stock	02/14/2019		A		14,699 (3)	A	\$ 0	283,268.01	D	
Common Stock	02/15/2019		S		33,859 (4)	D	\$ 35.01	249,409.01	D	
Common Stock	02/15/2019		S		6,863 (5)	D	\$ 35.01	242,546.01	D	
Common Stock								205	I	401K (6)

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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 RSUs 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:

Michael J. Covey
Chairman and Chief Executive Officer

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.