## Edgar Filing: POTLATCH CORP - Form 4

Form 4 May 01, 200										
FORM	ЛЛ								PPROVAL	
	UNITED	STATES		RITIES A Ashington			E COMMISSIO	N OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or			F CHAN	NGES IN SECUI	Expires: Estimated burden hou response	urs per				
Form 5 obligations may continue. See Instruction 1(b). 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	(Kesponses)									
1. Name and Address of Reporting Person <u>*</u> GILLIS RUTH ANN M			2. Issuer Name <b>and</b> Ticker or Trading Symbol POTLATCH CORP [PCH]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			(Che	Check all applicable)			
601 W. FIRST AVENUE, SUITE 1600			(Month/Day/Year) 03/31/2008				X_ Director 10% Owner Officer (give title Other (specify below) below)			
	(Street)		4. If Am	endment, D	ate Origina	al	6. Individual or	Joint/Group Fili	ng(Check	
SPOKANE	e, WA 99201			onth/Day/Yea	-		Applicable Line) _X_ Form filed by		erson	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/Da	ed Date, if	3. Transactio Code (Instr. 8) Code V	4. Securit nAcquired Disposed (Instr. 3,	ties (A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect	
Reminder: Re	port on a separate lin	e for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly.			
					inforr	nation con	spond to the colle tained in this forn oond unless the fo	n are not	SEC 1474 (9-02)	

displays a currently valid OMB control

Date

(Month/Day/Year)

6. Date Exercisable and Expiration

5. Number of

Securities

number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

4.

Code

3. Transaction Date 3A. Deemed

Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative

any

1. Title of

Security

2.

or Exercise

7. Title and Amo Underlying Secu (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An Nu Sha
Phantom Stock Units <u>(1)</u>	\$ 41.27	03/31/2008		А	212.018		01/01/2015(2)	01/01/2015(2)	Common Stock	21
Phantom Stock Units <u>(1)</u>	\$ 44.81	04/30/2008		А	66.95		01/01/2015(2)	01/01/2015 <u>(2)</u>	Common Stock	66

## **Reporting Owners**

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
GILLIS RUTH ANN M 601 W. FIRST AVENUE, SUITE 1600 SPOKANE, WA 99201	Х			
Signatures				
/s/ Michael S. Gadd, Attorney-in-Fact	05/01/2	2008		
**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 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 on the date previously elected by the reporting person 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 a quarterly payment of the annual retainer fee.
- (4) 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 meeting attendance fees.

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.