

DRISCOLL WILLIAM LINDEKE  
Form 4  
May 11, 2018

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DRISCOLL WILLIAM LINDEKE

(Last) (First) (Middle)

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

(Street)

SPOKANE, WA 99201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

POTLATCHDELTAIC CORP [PCH]

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

05/09/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

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 Ownership (Instr. 4)
Common Stock	05/09/2018		A	V Amount <u>(1)</u> 1,560.874	Price \$ 240,362.874 <u>(2)</u> 48.05	D <u>(3)</u>	

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)**

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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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DRISCOLL WILLIAM LINDEKE C/O POTLATCHDELTA CORPORATION W. 601 FIRST AVE., STE. 1600 SPOKANE, WA 99201	X			

## Signatures

/s/ Lorrie D. Scott, Attorney-in-Fact 05/11/2018

\*\*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 award of restricted stock units that may be settled only for shares of common stock on a one-for-one basis. The RSUs will vest on May 9, 2019, subject to continued service through such date, except in the case of death, disability or failure to stand for election at an annual shareholder meeting. Pursuant to the reporting person's election under the PotlatchDeltic 2014 Long-Term Incentive Plan, vested shares will be converted into phantom stock units and deferred in accordance with the provisions of the 2014 Plan. The phantom stock units will be paid on a one-for-one basis in shares of PotlatchDeltic common stock after the reporting person's termination from service with PotlatchDeltic, in accordance with the reporting person's election under the 2014 Plan.
  - (2) During the vesting and deferral periods, 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 vest and be paid at the same time as the underlying shares of common stock.
  - (3) Includes 58,725 shares held directly by reporting person, 127,477 shares held by trust of which reporting person is a trustee and shares voting power, 34,710 shares held by trusts of which reporting person is a trustee and shares voting and investment power. Also includes 4,900 shares held by a limited liability company of which reporting person is manager with both voting and dispositive powers. Reporting person has the power to substitute other assets for 12,900 Company shares in a trust he has created over which he has no voting or investment power.

**Remarks:**  
William L. Driscoll

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PotlatchDeltic Corporation

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