Edgar Filing: DICKEY BOH A - Form 4

DICKEY BOH	A										
Form 4 December 05, 20	006										
								OMB A	PPROVAL		
FORM 4	UNITED	STATES		RITIES A			E COMMISSIO	N OMB Number:	3235-0287		
Check this bo if no longer				Expires:	January 31,						
subject to Section 16. Form 4 or	MENT OF		SECUI	Estimated burden ho response	urs per						
Form 5 obligations may continue <i>See</i> Instructio 1(b).	Section 17((a) of the H	Public U	tility Ho	lding Co		nge Act of 1934 of 1935 or Secti 1940				
(Print or Type Resp	onses)										
1. Name and Address of Reporting Person <u>*</u> DICKEY BOH A			Symbol	er Name an ATCH CO		-	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle)	3. Date of Earliest Transaction				(Check all applicable)				
601 WEST RIVERSIDE AVE., SUITE 1100			(Month/Day/Year) 12/01/2006				X Director Officer (give below)		% Owner her (specify		
			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 					
SPOKANE, WA	A 99201						Form filed by Person	More than One R	leporting		
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	e Securities A	Acquired, Disposed	of, or Beneficia	ally Owned		
	ransaction Date onth/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	4. Securi onAcquirec Disposec (Instr. 3, Amount	l (A) or l of (D) 4 and 5) (A) or	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 Beneficial Ownership (Instr. 4)		
Reminder: Report of	n a concreta line	for each al	nes of eac	urities have	ficially or						
Kenninger, Kepoli (n a separate fille			unites delle	Perso infor requi	ons who re mation con red to resp ays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not orm	SEC 1474 (9-02)		

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

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(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	Amount or Number of Shares
Phantom Stock Units	\$ 41.53 (1)	12/01/2006		А		1,083.554 (2)		(3)	(3)	Common Stock	1,083.554

Reporting Owners

Reporting Owner Name / Address	Relationships							
Reporting Owner Punie / Puniess	Director	10% Owner	Officer Other					
DICKEY BOH A 601 WEST RIVERSIDE AVE. SUITE 1100 SPOKANE, WA 99201	Х							
Signatures								
Pamela Mull, Attorney-in-Fact	12/05/2006							
**Signature of Reporting Person	Da	te						

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.

The phantom stock units acquired represent an annual equity compensation award approved by the issuer's Board of Directors and

- (2) granted to the reporting person. The number of phantom stock units was determined by dividing the closing price of the issuer's common stock on the transaction date into the reporting person's award amount.
- (3) The phantom stock units become payable in cash upon the reporting person's termination of service as a director of Potlatch Corporation.

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.