## Edgar Filing: POTLATCH CORP - Form 4

Form 4										
FORM 4	1					<b></b>			PPROVAL	
	UNITED	STATES	ATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						3235-0287	
Check this be if no longer subject to Section 16. Form 4 or		STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							January 31, 2005 average urs per . 0.5	
Form 4 or 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 Resp	oonses)									
			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	ck all applicabl	e)	
601 W. RIVERSIDE AVE., SUITE (Month/ 12/02/ 1100				Day/Year) 2005			X_ Director 10% Owner Officer (give title Other (specify below) below)			
	(Street) 4. If Amendment, Date Origin Filed(Month/Day/Year)			-	ıl	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
SPOKANE, W	A 99201						Form filed by Person			
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	'ransaction Date onth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report	on a separate line	e for each cl	ass of sec	urities benef	ficially ow	ned directly o	or indirectly.			
					inform	nation cont	pond to the colle ained in this form	n are not	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	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

number.

displays a currently valid OMB control

## Edgar Filing: POTLATCH CORP - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	·) (Instr. 8)	-	Disposed of str. 3, 4,					(Inst
			Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	\$ 49.64 (1)	12/02/2005	А	604.35 (2)		(3)	(3)	Common Stock	604.35	\$4

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
WEYERHAEUSER WILLIAM T 601 W. RIVERSIDE AVE. SUITE 1100 SPOKANE, WA 99201	Х					
Signatures						
Malcolm A. Ryerse, Attorney-in-Fact	12	2/05/2005				
<u>**</u> 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.

The phantom stock units acquired represent an equity compensation award approved by the Potlatch Corporation 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.