

POTLATCH CORP
 Form 4
 February 14, 2006

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 *
SIEGEL L PENDLETON

(Last) (First) (Middle)

601 W. RIVERSIDE AVENUE, SUITE 1100

(Street)

SPOKANE, WA 99201

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
02/14/2006

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 Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities Acquired | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|--|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|---|--|--|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Code | (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------------------------------------|------------------------------------|------------------|--------------------|---|--------|---------------------|--------------------|-----------------|-------------------------------------|
| | | | | (A) | (D) | | | | |
| Stock Option (right to buy) | \$ 42.2707 | 02/14/2006 | D ⁽¹⁾ | | 22,098 | <u>(1)</u> | 12/05/2006 | Common Stock | 22,098 |
| Stock Option (right to buy) | \$ 29.5181 | 02/14/2006 | A ⁽¹⁾ | 31,645 | | <u>(1)</u> | 12/05/2006 | Common Stock | 31,645 |
| Stock Option (right to buy) | \$ 45.9619 | 02/14/2006 | D ⁽¹⁾ | | 18,371 | <u>(1)</u> | 12/04/2007 | Common Stock | 18,371 |
| Stock Option (right to buy) | \$ 32.0957 | 02/14/2006 | A ⁽¹⁾ | 26,308 | | <u>(1)</u> | 12/04/2007 | Common Stock | 26,308 |
| Stock Option (right to buy) | \$ 35.9599 | 02/14/2006 | D ⁽¹⁾ | | 35,693 | <u>(1)</u> | 12/03/2008 | Common Stock | 35,693 |
| Stock Option (right to buy) | \$ 25.1112 | 02/14/2006 | A ⁽¹⁾ | 51,114 | | <u>(1)</u> | 12/03/2008 | Common Stock | 51,114 |
| Stock Option (right to buy) | \$ 39.413 | 02/14/2006 | D ⁽¹⁾ | | 62,987 | <u>(1)</u> | 12/02/2009 | Common Stock | 62,987 |
| Stock Option (right to buy) | \$ 27.5226 | 02/14/2006 | A ⁽¹⁾ | 90,199 | | <u>(1)</u> | 12/02/2009 | Common Stock | 90,199 |
| Stock Option (right to buy) | \$ 31.6066 | 02/14/2006 | D ⁽¹⁾ | | 27,714 | <u>(1)</u> | 12/04/2013 | Common Stock | 27,714 |
| Stock Option (right to buy) | \$ 22.0713 | 02/14/2006 | A ⁽¹⁾ | 39,688 | | <u>(1)</u> | 12/04/2013 | Common Stock | 39,688 |

buy)

Stock

Option
(right to
buy)

\$ 50.75

02/14/2006

D⁽¹⁾

19,200

(1)

12/02/2014

Common
Stock

19,200

Stock

Option
(right to
buy)

\$ 35.4393

02/14/2006

A⁽¹⁾

27,495

(1)

12/02/2014

Common
Stock

27,495

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SIEGEL L PENDLETON 601 W. RIVERSIDE AVENUE SUITE 1100 SPOKANE, WA 99201 | X | | | |

Signatures

Malcolm A. Ryerse,
Attorney-in-fact

02/14/2006

**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).

- On February 3, 2006, the Board of Directors of Potlatch Corporation, formerly known as Potlatch Holdings, Inc. (the "Company"), declared a special distribution of \$15.15 per share representing the Company's historical, accumulated earnings and profits (the "Special E&P Distribution"), to stockholders of record as of February 14, 2006. The Company's applicable stockholder-approved stock incentive plans require proportionate adjustment of the exercise price and the number of shares of stock covered by outstanding stock option awards under such plans in a manner determined by the Executive Compensation and Personnel Policies Committee of the Company's Board of Directors to reflect the declaration of the Special E&P Distribution. The adjustment of the outstanding stock option award is being reported as a deemed cancellation and regrant of the original stock option to clarify the change in the exercise price and number of shares covered by the subject stock option.
- (1) The stock option has no purchase or sale price, therefore Column 8 has been left blank.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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