

TIMBERLAND CO
Form 4
May 31, 2005

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 *
SWARTZ JEFFREY B

(Last) (First) (Middle)
200 DOMAIN DRIVE
(Street)

STRATHAM, NH 03885

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TIMBERLAND CO [TBL]

3. Date of Earliest Transaction
(Month/Day/Year)
05/27/2005

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)
President and CEO

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 Beneficial Ownership (Instr. 4) |
|-------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock ⁽¹⁾ | 05/27/2005 | | M ⁽²⁾ | | 3,000 | A | \$ 11.375 |
| | | | | | | | 260,950 |
| Class A Common Stock ⁽³⁾ | 05/27/2005 | | S ⁽²⁾ | | 3,000 | D | \$ 36.05 |
| | | | | | | | 257,950 |
| Class A Common Stock ⁽¹⁾ | 05/27/2005 | | M ⁽²⁾ | | 2,000 | A | \$ 11.375 |
| | | | | | | | 259,950 |
| Class A Common | 05/27/2005 | | S ⁽²⁾ | | 2,000 | D | \$ 35.87 |
| | | | | | | | 257,950 |

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| | | | | | | | | |
|---|------------|------------------|-------|---|--------------|-----------|---|---|
| Stock ⁽³⁾ | | | | | | | | |
| Class A Common Stock ⁽¹⁾ | 05/27/2005 | M ⁽²⁾ | 2,600 | A | \$ 11.375 | 260,550 | D | |
| Class A Common Stock ⁽³⁾ | 05/27/2005 | S ⁽²⁾ | 2,600 | D | \$ 36.07 | 257,950 | D | |
| Class A Common Stock ⁽¹⁾ | 05/27/2005 | M ⁽²⁾ | 1,000 | A | \$ 11.375 | 258,950 | D | |
| Class A Common Stock ⁽³⁾ | 05/27/2005 | S ⁽²⁾ | 1,000 | D | \$ 35.93 | 257,950 | D | |
| Class A Common Stock ⁽¹⁾ | 05/27/2005 | M ⁽²⁾ | 1,000 | A | \$ 11.375 | 258,950 | D | |
| Class A Common Stock ⁽³⁾ | 05/27/2005 | S ⁽²⁾ | 1,000 | D | \$ 35.97 | 257,950 | D | |
| Class A Common Stock | | | | | | 87,204 | I | by Spouse |
| Class A Common Stock ⁽³⁾ | | | | | | 534,866 | I | by Swartz Trust |
| Class A Common Stock | | | | | | 31,200 | I | by self as custodian ⁽⁴⁾ |
| Class B Common Stock | | | | | | 64,380 | D | |
| Class B Common Stock | | | | | | 3,220,612 | I | by Swartz Trust |
| Class B Common Stock | | | | | | 183,484 | I | by self as custodian |

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 (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 Security (Instr. 3 and 4) | | | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|---|---|----|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | A | N | SH |
| Non-Qualified Stock Option (right to buy) <u>(1)</u> | \$ 11.375 | 05/27/2005 | | M ⁽²⁾ | 3,000 | 03/02/2001 ⁽³⁾ | 03/02/2010 | Class A Common Stock | | | |
| Non-Qualified Stock Option (right to buy) <u>(1)</u> | \$ 11.375 | 05/27/2005 | | M ⁽²⁾ | 2,000 | 03/02/2001 ⁽³⁾ | 03/02/2010 | Class A Common Stock | | | |
| Non-Qualified Stock Option (right to buy) <u>(1)</u> | \$ 11.375 | 05/27/2005 | | M ⁽²⁾ | 2,600 | 03/02/2001 ⁽³⁾ | 03/02/2010 | Class A Common Stock | | | |
| Non-Qualified Stock Option (right to buy) <u>(1)</u> | \$ 11.375 | 05/27/2005 | | M ⁽²⁾ | 1,000 | 03/02/2001 ⁽³⁾ | 03/02/2010 | Class A Common Stock | | | |
| Non-Qualified Stock Option (right to buy) <u>(1)</u> | \$ 11.375 | 05/27/2005 | | M ⁽²⁾ | 1,000 | 03/02/2001 ⁽³⁾ | 03/02/2010 | Class A Common Stock | | | |
| Non-Qualified Stock Option (right to buy) <u>(1)</u> | \$ 17.74 | | | | | 02/28/2003 ⁽¹⁾ | 02/28/2013 | Class A Common Stock | | | 2 |
| Non-Qualified Stock Option (right to buy) <u>(1)</u> | \$ 19.485 | | | | | 03/06/2004 | 03/06/2013 | Class A Common Stock | | | 1 |
| Non-Qualified Stock Option (right to buy) | \$ 28.5 | | | | | 03/01/2002 ⁽¹⁾ | 03/01/2011 | Class A Common Stock | | | 1 |
| Non-Qualified Stock Option | \$ 31.29 | | | | | 03/03/2005 ⁽¹⁾ | 03/03/2014 | Class A Common | | | 1 |

(right to buy)

Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SWARTZ JEFFREY B 200 DOMAIN DRIVE STRATHAM, NH 03885 | X | X | President and CEO | |

Signatures

By: Danette Wineberg, Attorney-in-jFact For: Jeffrey B. Swartz 05/31/2005

__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) These stock options become exercisable in four (4) equal installments, commencing one (1) year after the date of grant.
- (2) Shares sold pursuant to selling plan dated February 11, 2005 that is intended to comply with Rule 10b5-1(c).
- (3) Details of these stock options have been previously reported.

The Reporting Person, as custodian for his sons, Daniel, Samuel and Noah Swartz, under the MA Uniform Gifts to Minors Act, holds the following shares for his sons: 15,600 shares each for Daniel and Samuel Swartz of Class A Common Stock; and 74,012 shares each for Daniel and Samuel Swartz and 35,460 shares for Noah Swartz of Class B Common Stock.

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