

GOTTWALD JOHN D
Form 4
February 06, 2006

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 *
GOTTWALD JOHN D

2. Issuer Name and Ticker or Trading Symbol
TREDEGAR CORP [TG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

TREDEGAR CORPORATION, 1100 BOULDERS PARKWAY

(Street)

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

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

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

RICHMOND, VA 23225

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Tredegear Common Stock | 02/02/2006 | | M | 14,250 | A | \$ 8.38 | 1,679,162 D |
| Tredegear Common Stock | 02/02/2006 | | M | 18,000 | A | \$ 9.67 | 1,697,162 D |
| Tredegear Common Stock | | | | | | 245,612 | I Footnote (1) |
| Tredegear | | | | | | 12,953 | I Footnote |

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| | | | |
|-----------------------|--------|---|----------------------|
| Common Stock | | | <u>(2)</u> |
| Tredegar Common Stock | 4,710 | I | <u>Footnote (3)</u> |
| Tredegar Common Stock | 714 | I | <u>Footnote (4)</u> |
| Tredegar Common Stock | 2,901 | I | <u>Footnote (5)</u> |
| Tredegar Common Stock | 1,215 | I | <u>Footnote (6)</u> |
| Tredegar Common Stock | 8,571 | I | <u>Footnote (7)</u> |
| Tredegar Common Stock | 4,935 | I | <u>Footnote (8)</u> |
| Tredegar Common Stock | 25,399 | I | <u>Footnote (9)</u> |
| Tredegar Common Stock | 25,399 | I | <u>Footnote (10)</u> |
| Tredegar Common Stock | 2,100 | I | <u>Footnote (11)</u> |
| Tredegar Common Stock | 4,710 | I | <u>Footnote (12)</u> |
| Tredegar Common Stock | 3,590 | I | <u>Footnote (13)</u> |
| Tredegar Common Stock | 3,590 | I | <u>Footnote (14)</u> |
| Tredegar Common Stock | 1,244 | I | <u>Footnote (15)</u> |
| Tredegar Common Stock | 1,244 | I | <u>Footnote (16)</u> |

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| | | | |
|-----------------------------|---------|---|------------------|
| Tredegar Common Stock | 450 | I | Footnote (17) |
| Tredegar Common Stock | 24,544 | I | Footnote (18) |
| Tredegar Common Stock | 90,000 | I | Footnote (19) |
| Tredegar Common Stock | 15,840 | I | Footnote (20) |
| Tredegar Common Stock | 560,509 | I | Footnote (21) |
| Tredegar Common Stock | 142,365 | I | Footnote (22) |
| Tredegar Common stock | 2,996 | I | Footnote (23) |

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

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(9-02)

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 Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Option (Right to Buy) | \$ 8.38 | 02/02/2006 | | M | 14,250 | 02/21/1997 | 02/21/2006 | Common Stock | 14,250 |
| | \$ 9.67 | 02/02/2006 | | M | 18,000 | 02/21/1997 | 02/21/2006 | | 18,000 |

Stock
Option
(right to
buy)

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GOTTWALD JOHN D TREDEGAR CORPORATION 1100 BOULDERS PARKWAY RICHMOND, VA 23225 | X | | | |

Signatures

Patricia A. Thomas,
Attorney-In-Fact

02/03/2006

 **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).

- Equivalent shares as reported by the Tredegar Corporation Retirement Savings Plan (the "Savings Plan"). The Savings Plan maintains its records through unit accounting and not share accounting. Therefore, the number of equivalent shares can fluctuate up or down depending upon the unit value within the trust solely as a result of a change in fair market value of Tredegar stock even if the employee takes no action in the Savings Plan. The amount reported includes units acquired in exempt transactions under Rule 16b-3 pursuant to the Savings Plan during the period from September 1, 2005 through February 2, 2006.
- (1) Owned by wife. (Reporting person disclaims beneficial ownership.)
 - (2) Shares transferred from UGMA of which reporting person was custodian to adult son, Samuel S. Gottwald. (Reporting person disclaims beneficial ownership.)
 - (3) Held by reporting person as custodian for son, James C. Gottwald. (Reporting person disclaims beneficial ownership.)
 - (4) Held by W. M. Gottwald as trustee FBO James C. Gottwald U/A dated 10-20-87. (Reporting person disclaims beneficial ownership.)
 - (5) Held as trustee FBO Elizabeth I. Gottwald U/A dated 10-20-87. (Reporting person disclaims beneficial ownership.)
 - (6) Held for James M. Gottwald U/A dated 12-1-81, W. M. Gottwald and J. D. Gottwald, trustees. (Reporting person disclaims beneficial ownership.)
 - (7) Held for Sarah Wren Gottwald U/A dated 3-1-83, W. M. Gottwald and J. D. Gottwald, trustees. (Reporting person disclaims beneficial ownership.)
 - (8) Held by W. M. Gottwald as trustee FBO James C. Gottwald U/A dated 12-21-87. (Reporting person disclaims beneficial ownership.)
 - (9) Held by W. M. Gottwald as trustee FBO Samuel S. Gottwald U/A dated 12-21-87. (Reporting person disclaims beneficial ownership.)
 - (10) Held as co-trustee FBO Elizabeth Ingrid Gottwald U/A dated 3-28-85. (Reporting person disclaims beneficial ownership.)
 - (11) Held as co-trustee FBO William M. Gottwald, Jr. U/A dated 10-13-83. (Reporting person disclaims beneficial ownership.)
 - (12) Held by W. M. Gottwald, trustee of Sam's Crummey Trust (Samuel S. Gottwald) U/A dated 1-3-89. (Reporting person disclaims beneficial ownership.)
 - (13) Held by W. M. Gottwald, trustee of James' Crummey Trust (James C. Gottwald) U/A dated 1-3-89. (Reporting person disclaims beneficial ownership.)
 - (14)

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- (15) Held as trustee of Michael's Crummey Trust (William M. Gottwald, Jr.) U/A dated 1-3-89. (Reporting person disclaims beneficial ownership.)
- (16) Held as trustee of Beth's Crummey Trust (Elizabeth I. Gottwald) U/A dated 1-3-89. (Reporting person disclaims beneficial ownership.)
- (17) Held by me as custodian for son, Charles H. Gottwald. (Reporting person disclaims beneficial ownership.)
- (18) Held by W. M. Gottwald as trustee FBO Charles H. Gottwald U/A dated 10-18-89. (Reporting person disclaims beneficial ownership.)
- (19) Held by Thomas McN. Millhiser and James T. Gottwald, as trustees, of the John D. Gottwald Family Trust, FBO reporting person's children, U/A dated 4-10-92. (Reporting person disclaims beneficial ownership.)
- (20) Held by W. M. Gottwald as trustee FBO Margaret A. Gottwald U/A dated 3-09-92. (Reporting person disclaims beneficial ownership.)
- (21) Held as co-trustee FBO (among others) reporting person's family u/w Floyd D. Gottwald.
- (22) Held as co-trustee of the William M. Gottwald Trust U/A dated 8-16-90. (Reporting person disclaims beneficial ownership.)
- (23) Held by W. M. Gottwald, trustee of Chase's Crummey Trust (Charles H. Gottwald) U/A dated 9/5/89. (Reporting person disclaims beneficial ownership.)
- (24) Total number includes stock options with varying exercisable dates, expiration dates and conversion prices.

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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