

CARTER TERRY L
Form 4
February 14, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
CARTER TERRY L

(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)
Controller

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 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) | 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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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 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------------------------------------|------------------------------------|------------------|---|--------|---------------------|--------------------|-----------------|--|
| | | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code V | | | | |
| Stock Option (right to buy) | \$ 42.2707 | 02/14/2006 | D ⁽¹⁾ | 2,519 | <u>(1)</u> | 12/05/2006 | Common Stock | 2,519 |
| Stock Option (right to buy) | \$ 29.5181 | 02/14/2006 | A ⁽¹⁾ | 3,608 | <u>(1)</u> | 12/05/2006 | Common Stock | 3,608 |
| Stock Option (right to buy) | \$ 45.9619 | 02/14/2006 | D ⁽¹⁾ | 2,205 | <u>(1)</u> | 12/04/2007 | Common Stock | 2,205 |
| Stock Option (right to buy) | \$ 32.0957 | 02/14/2006 | A ⁽¹⁾ | 3,158 | <u>(1)</u> | 12/04/2007 | Common Stock | 3,158 |
| Stock Option (right to buy) | \$ 35.9599 | 02/14/2006 | D ⁽¹⁾ | 3,884 | <u>(1)</u> | 12/03/2008 | Common Stock | 3,884 |
| Stock Option (right to buy) | \$ 25.1112 | 02/14/2006 | A ⁽¹⁾ | 5,562 | <u>(1)</u> | 12/03/2008 | Common Stock | 5,562 |
| Stock Option (right to buy) | \$ 39.413 | 02/14/2006 | D ⁽¹⁾ | 3,674 | <u>(1)</u> | 12/02/2009 | Common Stock | 3,674 |
| Stock Option (right to buy) | \$ 27.5226 | 02/14/2006 | A ⁽¹⁾ | 5,262 | <u>(1)</u> | 12/02/2009 | Common Stock | 5,262 |
| Stock Option (right to buy) | \$ 30.5421 | 02/14/2006 | D ⁽¹⁾ | 3,118 | <u>(1)</u> | 12/07/2010 | Common Stock | 3,118 |
| Stock Option | \$ 21.3279 | 02/14/2006 | A ⁽¹⁾ | 4,466 | <u>(1)</u> | 12/07/2010 | Common Stock | 4,466 |

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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.

(2) 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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