POTLATCH CORP Form 4 March 27, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

Number:

3235-0287 January 31,

2005

0.5

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may continue.

Check this box

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

See Instruction 1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * DICKEY BOH A			2. Issuer Name <b>and</b> Ticker or Trading Symbol POTLATCH CORP [PCH]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
· · ·			(Month/Day/Year)				X Director Officer (give		Owner er (specify	
AVE., SUIT	RIVERSIDE TE 1100	03/23	/2006				below)	below)	i (specify	
(Street) 4. If Ar			Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
Fi			Filed(Month/Day/Year)				Applicable Line)			
SPOKANE,	, WA 99201						_X_ Form filed by C Form filed by M Person	One Reporting Pe fore than One Re		
(City)	(State)	(Zip) T	ible I - Non-I	Derivative Se	curities	s Acqu	iired, Disposed of	, or Beneficial	ly Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	s Acquii	red	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution Date,		on(A) or Disp		(D)	Securities	Ownership	Indirect	
(Instr. 3)		any (Month/Day/Yea	Code (Instr. 8)	(Instr. 3, 4 a	and 5)		Beneficially Owned	Form: Direct (D) or	Beneficial	
		(Monun/Day/1ea	(IIISU. 0)				Following	Indirect (I)	Ownership (Instr. 4)	
					(A)		Reported Transaction(s)	(Instr. 4)	(2000)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common	03/23/2006(1)		J	1,359.05	Λ	\$ 0 (2)	4,859.05	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

(2)

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

(1)

#### Edgar Filing: POTLATCH CORP - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						`
					4, and 5)						
					, ,						
									Amount		
						Date	Expiration		or		
						-	Date	Title	Number	r	
						Lacicisable	Date		of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
DICKEY BOH A 601 WEST RIVERSIDE AVE. SUITE 1100 SPOKANE, WA 99201	X						

## **Signatures**

Malcolm A. Ryerse, Attorney-in-Fact 03/27/2006

\*\*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).

The Issuer declared a special distribution of \$15.15 per share of common stock, payable on March 31, 2006 to stockholders of record on February 14, 2006. The special distribution is payable in the form of cash, shares of Potlatch common stock, or a combination of both, at the election of each stockholder. Shares were valued for purposes of the special distribution based on the average of the closing sales

- price per share from and including 3/21/06 through and including 3/23/06. The number of shares reported assumes the reporting person will receive the special distribution 100% in common stock. However, the actual number of shares issued to the reporting person may differ from the number reported by virtue of elections made by other stockholders and ownership limitations contained in the Issuer's certificate of incorporation. The reporting person will file an amendment to this Form 4 if the actual number of shares issued to him differs from the amounts reported herein.
- (2) No consideration was paid for the stock received as a result of the special distribution.

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.

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