Edgar Filing: POTLATCH CORP - Form 4

POTLATCH	I CORP											
Form 4												
March 27, 20	006											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB AF	PROVAL				
	UNITE	D STATES			AND EXCH , D.C. 20549		SE CO	DMMISSION	OMB Number:	3235-0287		
Check th if no long	ner								Expires:	January 31,		
subject to	STATE	EMENT OI	F CHAN	NGES IN BENEFICIAL OWNERSH				ERSHIP OF	Estimated a	2005 average		
Section 16.				SECURITIES					burden hours per			
Form 4 c Form 5		unament to C	Section 1	6(a) of the	. Convition	Evol		A at of 1024	response	0.5		
obligatio							•	Act of 1934, 935 or Section				
may con	unue.			•	Company A	•			L			
See Instr 1(b).	uction	50(11)		i vestinent	company r	101 01	1710					
(Print or Type I	Responses)											
		- *										
					5. Relationship of I	Reporting Pers	on(s) to					
KNOLL JEROME C Symbol				1001								
POT			POILA	OTLATCH CORP [PCH]				(Check all applicable)				
				Date of Earliest Transaction								
				Ionth/Day/Year)				Officer (give title Other (specify				
601 WEST RIVERSIDE 03/23/2 AVE., SUITE 1100			03/23/2	/23/2006				pelow) below)				
., 501			4 10 4	1 (D				~ 1 1 1 1 1 1		(6) 1		
			-				6. Individual or Joint/Group Filing(Check Applicable Line)					
Filed(Md				iitii/Day/1Ca	1)			_X_ Form filed by One Reporting Person				
SPOKANE	, WA 99201							Form filed by Me Person	ore than One Re	porting		
(City)	(Stata)	(7:n)										
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative Sec	urities	s Acqui	ired, Disposed of,	or Beneficial	ly Owned		
1.Title of Security	(Month/Day/Year) Execution Da			Date, if Transaction Disposed of (D)				Securities	Ownership Ind	7. Nature of Indirect		
(Instr. 3)		any (Month/D	av/Year)	Code (Instr. 8)	(Instr. 3, 4 an	d 5)		Beneficially Owned	Form: Direct (D)	Beneficial Ownership		
		((Following	or Indirect	(Instr. 4)		
						(A)		Reported	(I) (In sta. 4)			
						or		Transaction(s) (Instr. 3 and 4)	(Instr. 4)			
Common				Code V	Amount	(D)	Price	(
Common Stock	03/23/2006(1)			J	4,684.451 (1)	А	\$ 0 (2)	16,748.451	D			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

er

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Othe				
KNOLL JEROME C 601 WEST RIVERSIDE AVE. SUITE 1100 SPOKANE, WA 99201	Х							
Signatures								
Malcolm A. Ryerse, Attorney-in-Fact		03/27/2006	Ď					
**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 (1) 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.