Edgar Filing: POTLATCH CORP - Form 4

POTLATCH	CORP											
Form 4												
February 21,	2008											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSI							OMB APPROVAL					
		hington,			NGE	COMMISSION	OMB Number:	3235-0287				
Check this if no longe	ar .								Expires:	January 31		
subject to	STATI	EMENT O	F CHAN			CIA	LOW	NERSHIP OF	Estimated	2005 average		
Section 16		SECURI				RITIES			burden hours per			
Form 4 or Form 5		Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,						a = A at af 1024	response	response 0.5		
obligation	~ ^						-	of 1935 or Section	m			
may conti	nue.) of the Inv	•	•	- ·			/11			
See Instru 1(b).	ction	50(1)		(estiment)	company	, 1100	01 17	10				
(Print or Type R	esponses)											
1. Name and Ac		2. Issuer Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer						
STINNETT BRENT L			Symbol POTLATCH CORP [PCH]					155001				
								(Check all applicable)				
(M				3. Date of Earliest Transaction				Director 10% Owner X Officer (give title Other (specify				
			(Month/Day/Year) 02/19/2008									
001 W. FIKS	51 AVE., 501	1L 1000	02/19/20	108				below)	below)			
								VIC	E PRESIDENT	[
(Street)			4. If Amendment, Date Original					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 				
			Filed(Mon	Filed(Month/Day/Year)								
SPOKANE,	WA 99201							Form filed by I	More than One R			
	WII <i>))</i> 201							Person				
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecuri	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of	2. Transaction l	Date 2A. Dec	med 3. 4. Securities					5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Ye	on Date, if						Form: Direct	Indirect			
(Instr. 3)		any (Month	CodeDisposed of (D)Day/Year)(Instr. 8)(Instr. 3, 4 and 5)						(D) or Indirect (I)	Beneficial Ownership		
		((11154170)	. una	.,	Following	(Instr. 4)	(Instr. 4)		
						(A)		Reported				
						or		Transaction(s) (Instr. 3 and 4)				
Common				Code V	Amount	(D)	Price	()				
Common Stock (1)	02/19/2008			А	1,125	А	\$0	7,109.415	D			
STOCK (1)												

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. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	Date	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
FB	Director	10% Owner	Officer	Other			
STINNETT BRENT L 601 W. FIRST AVE., SUITE 1600 SPOKANE, WA 99201			VICE PRESIDENT				
Signatures							
/s/ Michael S. Gadd, Attorney-in-Fact	02/2	1/2008					
**Signature of Reporting Person	D	ate					

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).

Represents award of restricted stock units ("RSUs") that may be settled only for shares of common stock on a one-for-one basis. The RSUs vest over a three year period, subject to continued employment through the applicable vesting date. During the vesting period, an

(1) amount equal to the dividends that would have been paid on the RSUs had they been in the form of common stock will be converted into additional RSUs. The additional RSUs will also vest on the vesting date.

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.