CARTER TERRY L

Form 4

February 07, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

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January 31, 2005

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obligations may continue. See Instruction

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

1(b).

Common

Stock

(Print or Type Responses)

1. Name and A CARTER T	2. Issuer Name and Ticker or Trading Symbol POTLATCH CORP [PCH]						5. Relationship of Reporting Person(s) to Issuer						
(Last) 601 W. FIR	3. Date of Earliest Transaction (Month/Day/Year) 02/06/2013						(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) CONTROLLER						
				4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								ly Owned				
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, i any (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				ed of (D) 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)			
Common Stock	02/06/2013			M		2,529 (1)	A	\$ 30.92 (1)	20,995	D			
Common Stock	02/06/2013			S		2,529	D	\$ 44	18,466	D			

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

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401(k)

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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. Transacti Code (Instr. 8)	Transaction Derivative Code Securities		6. Date Exer Expiration D (Month/Day	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 30.92 (1)	02/06/2013		M		2,529 (1)	(2)	12/04/2014	Common Stock	2,529 (1)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CARTER TERRY L 601 W. FIRST AVE., SUITE 1600 SPOKANE, WA 99201

CONTROLLER

Signatures

/s/ Lorrie D. Scott, Attorney-in-Fact

02/07/2013

**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).
- (1) Share amounts and exercise price reflect an anti-dilution adjustment made in connection with the December 16, 2008 spin-off of Clearwater Paper Corporation.
- (2) The reporting person was granted the stock option on 12/2/2004 under the Issuer's 2000 Stock Incentive Plan. The option vested in two equal annual installments beginning on the first anniversary of the date of grant.

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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