

POTLATCH CORP
Form 4
February 03, 2003

FORM 4

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

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By
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| | | | | | | | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------|-----------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 1. Name and Address of Reporting Person* Rembe Toni (Last) (First) (Middle) Potlatch Corporation 601 W. Riverside Ave., Suite 1100 (Street) Spokane, WA 99201 (City) (State) (Zip) | | | 2. Issuer Name and Ticker or Trading Symbol Potlatch Corporation - PCH | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director — <input type="checkbox"/> 10% Owner — <input type="checkbox"/> Officer (give title below) — <input type="checkbox"/> Other (specify below) | |
| 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | 4. Statement for Month/Day/Year February 3, 2003 | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | | |
| Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | 5. If Amendment, Date of Original (Month/Day/Year) | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
| | | | 6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4) | | | | | |
| 1. Title of Security (Instr. 3) | 2. Trans-action Date (Month/ Day/ Year) | 2A. Deemed Execution Date, if any (Month/Day/ Year) | 3. Trans-action Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 & 5) | 5. Amount of Securities Beneficially Owned Follow-ing Reported Transactions(s) (Instr. 3 & 4) | 6. Owner-ship Form: Direct (D) or Indirect (I) (Instr. 4) | | |
| | | | Code V | Amount (A) or (D) | Price | | | |

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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. Trans-action Date (Month/ Day/ Year) | 3A. Deemed Execution Date, if any (Month/ Day/ Year) | 4. Trans-action Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 | 6. Date Exercisable and Expiration Date (Month/Day/ Year) | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Owner-ship Form of Derivative Security: Direct (D) or | 11. N of Inc Bene Own (Instr |
|--------------------------------------------|--------------------------------------------------------|-----------------------------------------|------------------------------------------------------|---------------------------------|---------------------------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|-----------------------------------------------------------|------------------------------|

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| | | | | & 5) | | Date Exer-cisable | Expira-tion Date | Title | Amount or Number of Shares | | | Indirect (I) (Instr. 4) |
|---------------|-------------|----------|--|------|-----------|-------------------------|-------------------------|--------------|----------------------------|-------|-------------------------|-------------------------|
| | | | | Code | V (A) (D) | | | | | | | |
| Phantom Stock | 1 - for - 1 | 01/31/03 | | P | 199.954 | 01/01/09 ⁽¹⁾ | 01/31/09 ⁽²⁾ | Common Stock | 199.954 | 20.47 | 2466.568 ⁽³⁾ | D |

Explanation of Responses:

(1) Phantom stock will be converted to cash and paid on a date previously elected by the reporting person in accordance with the provisions of the Potlatch Corporation Deferred Compensation Plan for Directors.

(2) Phantom stock will be converted to cash and paid on a date previously elected by the reporting person in accordance with the provisions of the Potlatch Corporation Deferred Compensation Plan for Directors.

(3) Phantom stock beneficial ownership total includes phantom stock allocated to the reporting person's Deferred Compensation Account since the reporting person's last report. Phantom stock allocations include director's meeting attendance fees and quarterly retainer fees at prices ranging from \$20.47 to \$23.88 per share.

By: /s/ **Malcolm A. Rverse**
Attorney-in-fact

February 3, 2003
 Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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