

POTLATCH CORP
Form 4/A
July 08, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WEYERHAEUSER WILLIAM T

(Last) (First) (Middle)

601 W. FIRST AVENUE, SUITE 1600

(Street)

SPOKANE, WA 99201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
POTLATCH CORP [PCH]

3. Date of Earliest Transaction (Month/Day/Year)
06/30/2008

4. If Amendment, Date Original Filed(Month/Day/Year)
07/02/2008

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 06/30/2008 | | | M 37,238.87 A 11 41,703.87 | | D | |
| Common Stock | 06/30/2008 | | | D 37,238.87 D \$ 45.12 4,465 | | D | |
| Common Stock | | | | | 64,055 | I | Beneficiary & Trustee of WBW Trust #1 |
| Common Stock | | | | | 3,433 (2) | I | Represents shares owned directly by Mr. Weyerhaeuser's |

| | | | |
|--------------|-----------------------|---|--|
| Common Stock | 27,563 ⁽²⁾ | I | wife Represents shares held in trust for Mr. Weyerhaeuser's mother of which Mr. Weyerhaeuser is trustee |
| Common Stock | 39,024 ⁽²⁾ | I | Represents shares held in trust for Mr. Weyerhaeuser's sister of which Mr. Weyerhaeuser is trustee |

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

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SEC 1474
(9-02)

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount Number of Shares |
| Phantom Stock Units | <u>1</u> | 06/30/2008 | | M | 37,238.87 | 06/30/2008 06/30/2008 | Common Stock | 37,238.87 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WEYERHAEUSER WILLIAM T 601 W. FIRST AVENUE SUITE 1600 SPOKANE, WA 99201 | | | X | |

Signatures

/s/ Michael S. Gadd,
Attorney-in-Fact

07/08/2008

__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) Each phantom stock unit was the economic equivalent of one share of Potlatch Corporation common stock. On June 30, 2008, 37,238.870 of Mr. Weyerhaeuser's phantom stock units were settled for cash.
 - (2) Mr. Weyerhaeuser disclaims beneficial ownership of these shares.

Remarks:

EXPLANATORY NOTE:

Due to an inadvertent administrative error, the Form 4 originally filed on July 2, 2008 incorrectly showed Mr. Weyerhaeuser 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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