

DICKEY BOH A
Form 4
May 07, 2010

FORM 4

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

OMB APPROVAL

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

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 *
DICKEY BOH A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
601 W. FIRST AVE., SUITE 1600
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/05/2010

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

SPOKANE, WA 99201

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

| 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 05/05/2010 | | S | | 5,500 <u>(1)</u> | D | |
| | | | | | \$ 37.261 <u>(1)</u> | | |
| Common Stock | 05/07/2010 | | M | | 4,308 | A | |
| | | | | | \$ 16.645 | | 4,308 |
| Common Stock | 05/07/2010 | | M | | 4,308 | A | |
| | | | | | \$ 14.439 | | 8,616 |
| Common Stock | 05/07/2010 | | M | | 4,308 | A | |
| | | | | | \$ 19.256 | | 12,924 |

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.

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(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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 16.645 | 05/07/2010 | | M | 4,308 | ⁽²⁾ 12/06/2011 | Common | 4,308 |
| Stock Option (right to buy) | \$ 14.439 | 05/07/2010 | | M | 4,308 | ⁽³⁾ 12/05/2012 | Common | 4,308 |
| Stock Option (right to buy) | \$ 19.256 | 05/07/2010 | | M | 4,308 | ⁽⁴⁾ 12/04/2013 | Common | 4,308 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DICKEY BOH A 601 W. FIRST AVE., SUITE 1600 SPOKANE, WA 99201 | X | | | |

Signatures

/s/ Eric J. Cremers,
Attorney-in-Fact

05/07/2010

**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).

- This price represents the weighted purchase price for multiple transactions reported on this line. The price of the transactions reported on
- (1) this line ranged from \$37.24 to \$37.37 per share. Upon request by the Commission staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares sold at each separate price within the range.
 - (2) This option vested in two equal installments beginning on 12/6/2002 and the balance on 12/6/2003.
 - (3) This option vested in two equal installments beginning on 12/5/2003 and the balance on 12/5/2004.
 - (4) This option vested in two equal installments beginning on 12/4/2004 and the balance on 12/4/2005.

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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