

POTLATCH CORP

Form 4/A

April 28, 2006

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

**601 WEST RIVERSIDE
AVE., SUITE 1100**

(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)
03/23/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)
03/27/2006

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)
Common Stock	03/23/2006		J	407 ⁽¹⁾	A \$ 0 1,457 ⁽¹⁾	D	
Common Stock	03/23/2006		J	14,245.477 ⁽¹⁾	A \$ 0 63,745.477 ⁽¹⁾	I	Beneficiary & Trustee of WBW Trust #1
Common Stock	03/23/2006		J	6,533 ⁽¹⁾	A \$ 0 27,563 ⁽¹⁾	I	I disclaim beneficial ownership of these shs held by a trust for my

Common Stock	03/23/2006	J	668.022 ⁽¹⁾	A	\$ 0	<u>3,368.022</u> ⁽¹⁾	I	mother of which I am trustee I disclaim ownership of these shares owned directly by my wife I disclaim beneficial ownership of these shs held in a trust for my sister of which I am a trustee
Common Stock	03/23/2006	J	9,249 ⁽¹⁾	A	\$ 0	<u>39,024</u> ⁽¹⁾	I	

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.

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reportable Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

WEYERHAEUSER WILLIAM T
601 WEST RIVERSIDE AVE.
SUITE 1100
SPOKANE, WA 99201

X

Signatures

Malcolm A. Ryerse,
Attorney-in-Fact

04/28/2006

__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).

As previously reported, the Issuer declared a special distribution to stockholders that was payable on March 31, 2006, in cash, shares of Potlatch common stock, or a combination of both, at the election of each stockholder. The actual number of shares issued to the reporting person was also dependent upon the elections made by other stockholders and ownership limitations contained in the Issuer's Certificate of Incorporation. As a result, the actual number of shares issued to the reporting person is less than previously reported. This amendment reports the actual number of shares issued to the reporting person under the special distribution.

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.