

POTLATCH CORP
Form DEF 14A
April 02, 2012

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934
(Amendment No. 1)

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- | | |
|---|---|
| ☐ Preliminary Proxy Statement | ☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6 (e)(2)) |
| ☐ Definitive Proxy Statement | |
| ☒ Definitive Additional Materials | |
| ☐ Soliciting Material Pursuant to § 240.14a-12 | |

POTLATCH CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid

“ Fee paid previously with preliminary materials.

“ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

On April 2, 2012, the company filed a definitive proxy statement (the "Proxy Statement") with the Securities and Exchange Commission. As a result of a clerical error, the company inadvertently omitted certain amounts for it named executive officers in the Total (\$) column within the Summary Compensation Table (the "Table") on page 39 of the Proxy Statement. The amounts omitted were the 2011 salary lump sum bonuses in lieu of base salary increases of \$21,451 for Mr. Covey, \$12,339 for Mr. Cremers, \$3,750 for Ms. Scott, \$9,151 for Mr. Stinnett and \$7,916 for Mr. Temple. A minor correction was also made in the "All Other Compensation" column for Lorrie Scott. In all other respects, the Table, footnotes and the narrative description following the Table were correct as filed.

The correct Table as set forth below and the Proxy Statement shall be deemed amended to reflect this change.

2011 Compensation

Summary Compensation Table

The table below sets forth information regarding the compensation for each of our named executive officers for the year 2011 and, where applicable, the years 2010 and 2009. The information contained in the Summary Compensation Table should be viewed together with the "2011 Grants of Plan-Based Awards" table, which includes target levels for annual incentive awards and long-term performance share awards, to obtain the most accurate representation of annual and long-term incentive compensation elements and the total compensation provided to our named executive officers.

Name and Principal Position	Year	Change in Pension Value and Nonqualified Deferred Compensation						All Other Compensation (\$)(6)	Total (\$)
		Salary (\$)(1)	Bonus (\$)(2)	Stock Awards (\$)(3)	Non-Equity Incentive Plan Compensation (\$)(4)	Compensation Earnings (\$)(5)			
Michael J. Covey Chairman, President and Chief Executive Officer	2011	736,471		1,373,949	715,000	829,210	37,331		3,691,961
	2010	692,103	---	1,663,416	1,126,200	543,245	43,994		4,068,957
	2009	715,020	---	1,619,352	500,500	562,333	45,602		3,442,807

Eric J. Cremers Vice President, Finance and Chief Financial Officer	2011	423,639		405,102	450,000	120,894	25,628		1,425,263
	2010	398,117	---	471,689	450,000	63,420	31,419		1,414,645
	2009	411,300	---	460,383	350,600	50,691	24,315		1,297,289

Lorrie D. Scott Vice President, General Counsel and Corporate Secretary	2011	253,770		264,675	232,200	54,211	236,960		1,066,816
	2010	114,272	25,000	---	100,000	13,706	51,450		324,428
			45,000						
Brent L. Stinnett Vice President, Resource Management Division	2011	314,191	---	324,172	233,700	123,683	24,727		1,020,473
	2010	295,263	---	315,300	250,000	61,298	11,072		932,933
	2009	305,040	---	261,410	85,800	98,172	20,323		770,745
Thomas J. Temple Vice President, Wood Products Division	2011	271,796		264,675	152,900	74,042	20,119		783,533
	2010	255,422	--	256,444	200,000	37,808	13,659		763,334
	2009	263,880	89,200(7)	251,627	---	27,689	340,592		972,988

(1) This column includes salary paid for the full or partial year the employee worked. Pay cycles changed from semi-monthly to biweekly in August 2010, so the last week or two weeks of salary in 2010 was paid in January

2011. 2011 salary includes lump sum bonuses in lieu of base salary increases of \$21,451 for Mr. Covey, \$12,339 for Mr. Cremers, \$3,750 for Ms. Scott, \$9,151 for Mr. Stinnett and \$7,916 for Mr. Temple.

(2) Includes a hiring and relocation bonus paid to Ms. Scott.

This column shows the aggregate grant date fair value, computed in accordance with FASB Topic 718, of performance shares (at target) and restricted stock units granted in 2009, 2010 and 2011. In accordance with FASB Topic 718, the grant date fair value reported for all restricted stock units was computed by multiplying the number

(3) of shares subject to the restricted stock unit award by the closing price of our stock on the grant date. The grant date fair values reported for performance shares were based upon the probable outcome of the TSR condition, which amounts were determined consistent with the estimate of the aggregate compensation cost to be recognized over the performance period d

etermined as of the grant date under FASB Topic 718, excluding the effect of estimated forfeitures. The estimate of the aggregate compensation cost to be recognized over the performance period was determined by using a Monte Carlo simulation model. The assumptions made in connection with this estimate are discussed in Note 15 to our Financial Statements included in our 2011 Form 10-K. Following is the fair value as of the grant date of the performance shares granted to our named executive officers, assuming the highest level of TSR would have been or will be achieved (resulting in settlement of 200% of the shares subject to the award), in each case based on the closing price of our stock on the grant date:

Michael J. Covey	
2011 Performance Shares	\$2,371,199
2010 Performance Shares	2,369,174
2009 Performance Shares	2,361,960
Eric J. Cremers	
2011 Performance Shares	542,960
2010 Performance Shares	542,936
2009 Performance Shares	540,189
Lorrie Scott	
2011 Performance Shares	354,781
2010 Performance Shares	—
Brent L. Stinnett	
2011 Performance Shares	434,524
2010 Performance Shares	362,925
2009 Performance Shares	306,715
Thomas J. Temple	
2011 Performance Shares	354,781
2010 Performance Shares	295,179
2009 Performance Shares	295,245

(4) This column includes the cash awards under our annual incentive plan. Annual awards relating to performance in 2011 were paid in 2012 unless deferred under our Management Deferred Compensation Plan.

Amounts shown represent the aggregate annual change in the actuarial present value of accumulated pension (5) benefits under all of our defined benefit and actuarial plans. No portion of the amounts shown in this column is attributable to above market or preferential earnings on deferred compensation.

2011 amounts shown include 401k company match of \$10,868 for Mr. Covey, \$11,004 for Ms. Scott, \$13,350 for Mr. Stinnett and \$10,442 for Mr. Temple, allocations under the 401k Plan Supplemental Benefit portion of our Salaried Supplemental Benefit Plan II (\$26,312 for Mr. Covey, \$15,518 for Mr. Cremers and \$11,225 for Mr. Stinnett), and premiums paid for life and accidental death and dismemberment insurance. The amount shown for Mr. Temple in 2009 also includes the following payments and reimbursements made pursuant to our salaried employee relocation program: (i) \$54,678 of relocation expenses, (ii) a tax gross-up of \$22,351 relating to (6) reimbursed amounts includible in gross income, and (iii) \$252,257 in aggregate incremental costs paid by the company in connection with the purchase of Mr. Temple's home and the amount received by the company on the subsequent sale of the house. The amount shown for Ms. Scott in 2010 and 2011 also includes the following payments and reimbursements made pursuant to our salaried employee relocation program: (i) \$11,777 of relocation expenses, (ii) a tax gross-up of \$6,189 relating to reimbursed amounts includible in gross income, and (iii) \$203,268 in aggregate incremental costs paid by the company in connection with the purchase of Ms. Scott's home and the amount received by the company on the subsequent sale of the house.

(7) Includes a \$15,000 relocation bonus.