Edgar Filing: POTLATCH CORP - Form 4

	OMB APPROVAL MB 3235-0287 lumber: January 31,							
UNITED STATES SECURITIES AND EACHANGE COMMISSION O	lumber: 3235-0287 January 31,							
	January 31,							
Check this box if no longer subject to Section 16. SECURITIES								
Form 5 obligations may continue. See Instruction 1(b). 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 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							
(Print or Type Responses)								
WEYERHAEUSER WILLIAM T Symbol Issuer POTLATCH CORP [PCH]								
(Last) (First) (Middle) 3. Date of Earliest Transaction (Check all	l applicable)							
601 W. RIVERSIDE AVE., SUITE(Month/Day/Year)_X_ Director110009/30/2005Officer (give title below)	Officer (give title Other (specify							
Filed(Month/Day/Year) Applicable Line)	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 							
SPOKANE, WA 99201 Form filed by More the Person								
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or	Beneficially Owned							
Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form (Instr. 3) any Code Disposed of (D) Beneficially (D) or (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned (I) Following (Instr. 8) (Instr. 8) (Instr. 3, 4 and 5) Owned (I) (A) or (A) (Instr. 3 and 4) (Instr. 3 and 4)	wnership 7. Nature of a: Direct Indirect or Indirect Beneficial Ownership c. 4) (Instr. 4)							
Code V Amount (D) Price								
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection information contained in this form are								

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and Expiration	7. Title and Amo
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Date	Underlying Secur
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

number.

displays a currently valid OMB control

Edgar Filing: POTLATCH CORP - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year) (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An Nu Sha
Phantom Stock Units	\$ 52.12 (1)	09/30/2005	А	430.716	01/01/2008(2)	01/31/2008(2)	Common Stock	43

Reporting Owners

Reporting Owner Name / Address	Relationships					
FB	Director	10% Owner	Officer	Other		
WEYERHAEUSER WILLIAM T 601 W. RIVERSIDE AVE. SUITE 1100 SPOKANE, WA 99201	Х					
Signatures						
Malcolm A. Ryerse, Attorney-in-Fact	1	0/04/2005				
**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).

Phantom stock units are credited to the reporting person's account on the transaction date in accordance with the provisions of the(1) Potlatch Corporation Deferred Compensation Plan for Directors and will be converted to cash and paid on a 1-for-1 basis with the issuer's common stock.

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

Phantom stock unit beneficial ownership total includes phantom stock allocated to the reporting person's Deferred Compensation Account(3) since the reporting person's last report. Phantom stock allocations in this report include meeting attendance fees, a quarterly dividend and quarterly retainer fees at prices ranging from \$52.12 to \$57.80 per share.

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.