

POTLATCH CORP
Form 5
February 13, 2007

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2006

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

PO BOX 1278

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

TACOMA, WA 98401

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) | Amount or Price | | |
| Common | Â | Â | Â | | Â | D | Â |
| Common | 06/19/2006 | Â | J | 25.026 (1) | A \$ 38.64 | I | Beneficiary & Trustee of WBW Trust #1 |
| Common | 08/04/2006 | Â | J | 0.503 (2) | D \$ 35.49 | I | Beneficiary & Trustee of WBW Trust #1 |

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| | | | | | | | | | |
|--------|------------|---|---|-----------------------|---|----------|-----------|---|--|
| Common | 09/18/2006 | Â | J | 152 ⁽¹⁾ | A | \$ 38.45 | 63,922 | I | Beneficiary & Trustee of WBW Trust #1 |
| Common | 12/28/2006 | Â | J | 133 ⁽¹⁾ | A | \$ 44.5 | 64,055 | I | Beneficiary & Trustee of WBW Trust #1 |
| Common | 06/19/2006 | Â | J | 22.776 ⁽¹⁾ | A | \$ 38.64 | 3,390.798 | I | I disclaim ownership of these shares owned directly by my wife |
| Common | 08/04/2006 | Â | J | 0.798 ⁽²⁾ | D | \$ 35.49 | 3,390 | I | I disclaim ownership of these shares owned directly by my wife |
| Common | 09/18/2006 | Â | J | 23 ⁽¹⁾ | A | \$ 38.45 | 3,413 | I | I disclaim ownership of these shares owned directly by my wift |
| Common | 12/28/2006 | Â | J | 20 ⁽¹⁾ | A | \$ 44.5 | 3,433 | I | I disclaim ownership of these shares owned directly by my wife |
| Common | Â | Â | Â | Â | Â | Â | 27,563 | I | I disclaim beneficial ownership of these shs held by a trust for my mother of which I am trustee |
| Common | Â | Â | Â | Â | Â | Â | 39,024 | I | I disclaim beneficial |

ownership of these shs held in a trust for my sister of which I am a trustee

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

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SEC 2270 (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. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WEYERHAEUSER WILLIAM T PO BOX 1278 TACOMA, WA 98401 | X | | | |

Signatures

William T. Weyerhaeuser 02/13/2007

**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) Shares acquired due to reinvestment of dividends.
- (2) Fractional share redeemed by broker for transfer to UBS Financial Services Inc.

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