

POTLATCH CORP  
Form 4/A  
November 12, 2004

**FORM 4**

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

OMB APPROVAL

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**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 \*  
CARTER TERRY L

(Last) (First) (Middle)  
601 W. RIVERSIDE AVENUE,  
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)  
11/10/2004

4. If Amendment, Date Original Filed(Month/Day/Year)  
11/12/2004

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Controller

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	V	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 41.25	11/10/2004	D		(A) 2,200	(1)	12/07/2005	Common Stock	2,200
Employee Stock Option (right to buy)	\$ 39.2939	11/10/2004	A		(A) 2,310	(1)	12/07/2005	Common Stock	2,310
Employee Stock Option (right to buy)	\$ 44.375	11/10/2004	D		(A) 2,400	(1)	12/05/2006	Common Stock	2,400
Employee Stock Option (right to buy)	\$ 42.2707	11/10/2004	A		(A) 2,519	(1)	12/05/2006	Common Stock	2,519
Employee Stock Option (right to buy)	\$ 48.25	11/10/2004	D		(A) 2,100	(1)	12/04/2007	Common Stock	2,100
Employee Stock Option (right to buy)	\$ 45.9619	11/10/2004	A		(A) 2,205	(1)	12/04/2007	Common Stock	2,205
Employee Stock Option (right to buy)	\$ 37.75	11/10/2004	D		(A) 3,700	(1)	12/03/2008	Common Stock	3,700
Employee Stock Option (right to buy)	\$ 35.9599	11/10/2004	A		(A) 3,884	(1)	12/03/2008	Common Stock	3,884

buy)

Employee  
Stock  
Option  
(right to  
buy)

\$ 41.375

11/10/2004

D<sup>(1)</sup>

3,500

(1)

12/02/2009

Common  
Stock

3,500

Employee  
Stock  
Option  
(right to  
buy)

\$ 39.413

11/10/2004

A<sup>(1)</sup>

3,674

(1)

12/02/2009

Common  
Stock

3,674

Employee  
Stock  
Option  
(right to  
buy)

\$ 32.0625

11/10/2004

D<sup>(1)</sup>

2,970

(1)

12/07/2010

Common  
Stock

2,970

Employee  
Stock  
Option  
(right to  
buy)

\$ 30.5421

11/10/2004

A<sup>(1)</sup>

3,118

(1)

12/07/2010

Common  
Stock

3,118

Employee  
Stock  
Option  
(right to  
buy)

\$ 24.88

11/10/2004

D<sup>(1)</sup>

1,650

(1)

12/05/2012

Common  
Stock

1,650

Employee  
Stock  
Option  
(right to  
buy)

\$ 23.7002

11/10/2004

A<sup>(1)</sup>

1,732

(1)

12/05/2012

Common  
Stock

1,732

Employee  
Stock  
Option  
(right to  
buy)

\$ 33.18

11/10/2004

D<sup>(1)</sup>

1,300

(1)

12/04/2013

Common  
Stock

1,300

Employee  
Stock  
Option  
(right to  
buy)

\$ 31.6066

11/10/2004

A<sup>(1)</sup>

1,365

(1)

12/04/2013

Common  
Stock

1,365

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other

CARTER TERRY L  
601 W. RIVERSIDE AVENUE, SUITE 1100  
SPOKANE, WA 99201

Controller

## Signatures

Malcolm A. Ryerse,  
Attorney-in-fact

11/12/2004

\_\_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).

On October 25, 2004, the Board of Directors of Potlatch Corporation (the "Company") declared a special cash dividend to stockholders of record on November 10, 2004. The Company's applicable stockholder-approved stock incentive plans require proportionate adjustment of the exercise price and the number of shares of common stock covered by outstanding awards under such plans in a manner determined by

- (1) the Executive Compensation and Personnel Policies Committee of the Company's Board of Directors to reflect the declaration of the special cash dividend. The adjustment of the outstanding award is being reported as a deemed cancellation and regrant of the original stock option to clarify the change in the exercise price and number of shares covered by the subject stock option. The original option provided for vesting in two equal annual installments following the date of grant.
- (2) The option has no purchase or sale price, therefore Column 8 has been left blank.

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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