#### GILLIS RUTH ANN M

Form 4

February 01, 2005

### 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

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

may continue. See Instruction

1(b).

(Last)

1100

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person \* GILLIS RUTH ANN M

(First)

601 W. RIVERSIDE AVE., SUITE

(Street)

2. Issuer Name and Ticker or Trading

Symbol

(Middle)

POTLATCH CORP [PCH]

4. If Amendment, Date Original

3. Date of Earliest Transaction

01/31/2005

(Month/Day/Year)

Filed(Month/Day/Year)

below)

6. Individual or Joint/Group Filing(Check

Officer (give title

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner Other (specify

Applicable Line)

X\_ Director

Issuer

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

SPOKANE, WA 99201

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise any

5. Number of TransactionDerivative Code Securities

6. Date Exercisable and Expiration

(Month/Day/Year)

7. Title and Amo Underlying Secu (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	Derivative		str. 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	\$ 46.02 (1)	01/31/2005	A	238.183		01/01/2014(2)	01/31/2014(2)	Common Stock	23

### **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

GILLIS RUTH ANN M

601 W. RIVERSIDE AVE.
SUITE 1100
SPOKANE, WA 99201

### **Signatures**

Malcolm A. Ryerse, Attorney-in-Fact 02/01/2005

\*\*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.
- 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 quarterly retainer and meeting attendance fees at \$46.02 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.

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