ZUEHLKE GERALD L

Form 4

November 14, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading ZUEHLKE GERALD L Issuer Symbol POTLATCH CORP [PCH] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner _X__ Officer (give title Other (specify 601 W. RIVERSIDE AVENUE, 11/11/2005 below) **SUITE 1100** Vice President and CFO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ 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. Transactio Code (Instr. 8)	3. 4. Securities Acquired (A) Transactiom Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/11/2005		Code V	Amount 3,464	or (D)	Price \$ 35.9599	(Instr. 3 and 4) 3,464	D	
Common Stock	11/11/2005		S	3,464	D	\$ 45.0165 (5)	0	D	
Common Stock	11/11/2005		M	3,674	A	\$ 39.413	3,674	D	
Common Stock	11/11/2005		S	3,674	D	\$ 45.0165 (5)	0	D	
	11/11/2005		M	7,139	A		7,139	D	

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Common \$ 23.7002 Common \$ 11/11/2005 S 7,139 D 45.0165 0 D

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

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(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. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 35.9599	11/11/2005		M	3,464 (1)	12/03/2000	12/03/2008	Common Stock	3,464
Employee Stock Option (right to buy)	\$ 39.413	11/11/2005		M	3,674 (2)	12/02/2001	12/02/2009	Common Stock	3,674
Employee Stock Option (right to buy)	\$ 23.7002	11/11/2005		M	7,139 (3)	12/05/2004	12/05/2012	Common Stock	7,139

Reporting Owners

Reporting Owner Name / Address			Keiationsinps	
	Director	10% Owner	Officer	Other

Reporting Owners 2

ZUEHLKE GERALD L 601 W. RIVERSIDE AVENUE, SUITE 1100 SPOKANE, WA 99201

Vice President and CFO

Signatures

Malcolm A. Ryerse, Attorney-in-fact

11/14/2005

**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).
- (1) The reporting person was granted employee stock options on December 3, 1998, to vest in two equal annual installments. The grant was made under the stockholder-approved Potlatch Corporation 1995 Stock Incentive Plan. All these options have vested.
- (2) The reporting person was granted employee stock options on December 2, 1999, to vest in two equal annual installments. The grant was made under the stockholder-approved Potlatch Corporation 1995 Stock Incentive Plan. All these options have vested.
- (3) The reporting person was granted employee stock options on December 5, 2002, to vest in two equal annual installments. The grant was made under the stockholder-approved Potlatch Corporation 1995 Stock Incentive Plan. All these options have vested.
- (4) The employee stock options, after exercise, were sold at an average price of \$45.0165 per share.
 - On November 11, 2005, in accordance with Section 16(b) of the Securities Exchange Act of 1934, as amended, the reporting person voluntarily paid to Potlatch Corporation \$124.09. This amount represents the difference in value between the aggregate amount paid by
- (5) the reporting person for the purchase of 663.595 shares under the Potlatch Corporation Salaried Employees' Savings Plan (a 401(k) plan) on October 31, 2005 (reported on a Form 4 filed with the Securities and Exchange Commission on November 2, 2005), and the highest amount received by the reporting person for the same number of shares the sale of which is reported in this Form 4.

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.

Signatures 3