

Temple Thomas J.  
Form 4  
February 20, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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).

**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 \*  
Temple Thomas J.

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)  
C/O POTLATCH CORPORATION, W. 601 FIRST AVE., STE. 1600

3. Date of Earliest Transaction (Month/Day/Year)  
02/15/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP-Wood Products

(Street)  
SPOKANE, WA 99201

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount or (D) Price					
Common Stock	02/15/2018		A		7,732.476 (1)	A	\$ 0	45,241.571 (2)	D	
Common Stock	02/15/2018		A		1,325 (3)	A	\$ 0	46,566.571	D	
Common Stock	02/16/2018		S		1,944.133 (4)	D	\$ 54.4052	44,622.438	D	
Common Stock	02/16/2018		S		456.867 (5)	D	\$ 54.4052	44,165.571	D	
Common Stock								3,627	I	401K (6)



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Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of the Performance Shares listed in Table I. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the reporting person.

- (5) Represents the number of shares required to be sold by the reporting person to cover tax withholding obligations in connection with the vesting of the RSU's listed in Table I. This sale is mandated by the Issuer's election under its equity incentive plans to require the satisfaction of tax withholding obligations to be funded by a "sell to cover" transaction and does not represent a discretionary trade by the reporting person.
- (6) Reflects periodic contributions to the issuer's common stock fund in the issuer's 401(k) plan.

### **Remarks:**

Reporting Owner:

Thomas J. Temple, Vice President Wood Products

CIK 0001453781

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.