

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2011-11-07** | Period of Report: **2011-11-04**

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([HTML Version](#) on [secdatabase.com](http://secdatabase.com))

### REPORTING OWNER

#### **WALKER R A**

CIK: **1018198**

Type: **4** | Act: **34** | File No.: **001-08634** | Film No.: **111184712**

Mailing Address

*1201 LAKE ROBBINS DRIVE  
THE WOODLANDS TX 77380*

### ISSUER

#### **TEMPLE INLAND INC**

CIK: **731939** | IRS No.: **751903917** | State of Incorporation: **DE** | Fiscal Year End: **1231**

SIC: **2631** Paperboard mills

Mailing Address

*1300 MOPAC EXPRESSWAY  
SOUTH  
3RD FLOOR  
AUSTIN TX 78746*

Business Address

*1300 MOPAC EXPRESSWAY  
SOUTH  
3RD FLOOR  
AUSTIN TX 78746  
5124345800*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 <b>WALKER R A</b>			2. Issuer Name and Ticker or Trading Symbol <b>TEMPLE INLAND INC [TIN]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>11/04/2011</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
1300 SOUTH MOPAC, THIRD FLOOR			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>AUSTIN, TX 78746</b>								
(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	(A) or (D)	Price			

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units (deferred)	(1)	11/04/2011	11/04/2011	A		706		05/01/2029 (1)	05/01/2044 (1)	Common Stock	706	(1)	37,556	D	
Options (Right to Buy)	\$5.49							11/07/2009 (2) (3)	11/07/2019 (2)	Common Stock	20,000		20,000	D	

**Explanation of Responses:**

1. Restricted stock units deferred under a Company plan, to be settled upon the reporting person's retirement. RSUs earned before 2006 are payable in stock. RSUs earned in 2006 or later are payable in cash.
2. Option Vesting Schedule: Options Exercisable 11/07/2009 - 8,000; Options Exercisable 11/07/2010 - 8,000; Options Exercisable 11/07/2010 - 4,000.
3. Option Vesting Schedule: Options Exercisable 11/07/2009 - 8,000; Options Exercisable 11/07/2010 - 8,000; Options Exercisable 11/07/2011 - 4,000.

**Signatures**

/s/ Leslie K. O'Neal on Behalf of Reporting Person

\*\* Signature of Reporting Person

11/07/2011

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**